

# **Governance & Sustainability System**

September 2024

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# Book One – Organizational Documents



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# AVANGRID, INC.

Certificate of Incorporation

December 16, 2015

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RESTATED CERTIFICATE OF INCORPORATION  
OF  
IBERDROLA USA, INC.

(Under Section 807 of the Business Corporation Law)

1. The name of this corporation is Iberdrola USA, Inc. (the "Corporation"). The name under which the Corporation was originally incorporated was "NGE Resources, Inc."
2. The Corporation's original Certificate of Incorporation was filed by the Department of State of the State of New York on September 23, 1997.
3. This Restated Certificate of Incorporation was duly adopted at a meeting of the Board of Directors of the Corporation on October 15, 2015. This Restated Certificate was duly adopted by written consent of the shareholders of the Corporation on October 15, 2015.
4. The text of the Certificate of Incorporation of the Corporation as heretofore amended or supplemented is hereby further amended to change the name of the Corporation to Avangrid, Inc.
5. The full text of the Restated Certificate of Incorporation of the Corporation is hereby restated to read in its entirety as follows:

CERTIFICATE OF INCORPORATION  
OF  
AVANGRID, INC.

- FIRST:** The name of the Corporation is Avangrid, Inc. (the "Corporation").
- SECOND:** This Corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
- THIRD:** The office of the Corporation in the State of New York is located in the County of Albany.
- FOURTH:** The aggregate number of shares of stock which the Corporation shall have authority to issue is 500,000,000 having a par value of \$0.01 per share. All such shares are Common Stock.
- FIFTH:** No holder of shares of the Corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class now or hereafter authorized, or any options or warrants for such shares, or any securities convertible into or exchangeable for such shares,

which at any time may be issued, sold or offered for sale by the Corporation, except as specifically provided in an agreement between the Corporation and any holder of shares of the Corporation.

**SIXTH:** A plan of merger or consolidation submitted to the shareholders by the Board of Directors in accordance with Section 903 of the Business Corporation Law shall be adopted at a meeting of the shareholders by a majority of the votes entitled to vote thereon; provided, however, that any such plan of merger or consolidation submitted to shareholders shall comply with the terms of the Shareholder Agreement, dated December 16, 2015, between the Corporation and Iberdrola, S.A. (the "Shareholder Agreement").

**SEVENTH:** Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

**EIGHTH:** To the maximum extent permitted by the Business Corporation Law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officer and agents of the Corporation (and any other persons to which the Business Corporation Law permits the Corporation to provide indemnification) through bylaw provisions and agreements with such directors, officers, agents or other persons, in excess of the indemnification and advancement otherwise permitted by the Business Corporation Law, subject only to limits created by the Business Corporation Law and applicable law with respect to actions for breach of duty to the Corporation, its shareholder, and others. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director, officer or agent of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**NINTH:** To the maximum extent permitted by the Business Corporation Law, no director of the Corporation shall be personally liable to the Corporation or its shareholder for damages for any breach of duty (including fiduciary duty) as a director. If the Business Corporation Law is amended after the date of the filing of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Law, as so amended. No repeal or modification of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

**TENTH:** No transaction entered into by the Corporation shall be affected by the fact that the directors of the Corporation, their respective affiliates, or any of them, were personally interested in it; and every director of the Corporation is hereby relieved from any disability which might otherwise prevent his or her, or any of his or her affiliates, contracting with the Corporation for the benefit of himself, herself, or of any firm, association or corporation in which he or she may be anywise interested or affiliated. No director shall be disqualified from voting or acting on behalf of the Corporation in contracting with any other firm, association or corporation in which he or she may be an affiliate, director, officer or shareholder; or may otherwise have an interest.

**ELEVENTH:** To the maximum extent permitted from time to time under the laws of the State of New York, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its directors or shareholders, their respective affiliates or any firm, association or corporation in which any of them may be anywise interested or affiliated. No amendment or repeal of this Article shall apply to expand or have any effect that would expand the liability or alleged liability of any such director, shareholder or affiliate for or with respect to any business opportunities of which such director, shareholder or affiliate becomes aware prior to such amendment or repeal.

**TWELFTH:** Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by shareholders having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting shall be given to those shareholders who have not consented in writing.

**THIRTEENTH:** The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom any process in any action or proceeding against it may be served. The post office address to which the Secretary of State shall mail a copy of any such process served upon him is Attention Secretary, 52 Farm View Drive, New Gloucester, ME 04260.

**FOURTEENTH:** An amendment to this Certificate of Incorporation shall be authorized by a vote of the Board of Directors, followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders in accordance with Section 803 of the Business Corporation Law; provided, however, that any amendment that would reasonably be expected to limit, restrict or adversely affect those shareholders other than Iberdrola, S.A. or any of its controlled affiliates shall also require the approval of the Unaffiliated Committee (as defined in the Shareholder Agreement).

IN WITNESS WHEREOF, I hereto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 16th day of December.

**IBERDROLA USA, INC.**

By: /s/ Robert Kump

Name: Robert Kump

Title: Authorized Person

By: /s/ Pablo Canales Abaitua

Name: Pablo Canales Abaitua

Title: Authorized Person

# Avangrid, Inc.

## Amended and Restated By-Laws

### PREAMBLE

These amended and restated by-laws of Avangrid, Inc., a New York corporation (the “Corporation”), effective as of July 18, 2023 (these “Bylaws”), are subject to, and governed by, the Business Corporation Law of the State of New York (the “BCL”) and the certificate of incorporation of the Corporation then in effect (the “Certificate of Incorporation”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the BCL or the provisions of the Certificate of Incorporation, such provisions of the BCL or the Certificate of Incorporation, as the case may be, will control.

### ARTICLE ONE. THE SHARE CAPITAL AND THE SHARES; SHAREHOLDERS

#### Section 1.1 The Share Capital: Records of Shareholder

1. Share Capital. The authorized share capital of the Corporation may be increased or decreased by resolution of the board of directors of the Corporation (the “Board”), subject to approval of any necessary amendment of the Certificate of Incorporation by the shareholders of the Corporation (the “Shareholders”) and the other requirements established for such events under the BCL.
2. Record of Shareholders. The shares will be recorded in a book of registered shares kept at the office of the Corporation or at the office of its transfer agent or registrar, and the Board is entitled to issue an aggregate certificate to include all the shares held by any Shareholder as permitted under New York law.

#### Section 1.2 Shareholders

1. Annual Meeting. The “Annual Meeting” of the Shareholders for the election of members of the Board (the “Directors”) and the transaction of such other business as may properly be brought before the meeting shall be held within or without the State of New York, at a location to be determined by the Board (including, without limitation, telephonically and/or by internet access), on such date and time as may be fixed by the Board.
2. Written Consent of Shareholders Without a Meeting. Any action required to be taken at a meeting of the Shareholders, or any other action which may be taken at a meeting of the Shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by Shareholders having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Shareholders having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action by the Shareholders without a meeting shall be given to those Shareholders who have not consented in writing.
3. Special Meetings. A “Special Meeting” of the Shareholders may be called by the Chairman of the Board (the “Chairman”) or the chief executive officer of the Corporation (the “CEO”), and shall be called by the Chairman or the CEO at the written demand of a majority of the Directors then in office or Shareholder(s) then holding a majority of the outstanding voting shares of capital stock of the Corporation, and may not be called by any other person or persons. Any such call or demand shall state the purpose or purposes of the proposed meeting. Special Meetings shall be held at such place within or without the State of New York (including, without limitation, telephonically and/or by internet access) as may be specified in the notice thereof. At any Special Meeting only such business may be transacted which is set forth in the notice thereof, but any Special Meeting may be called and held in conjunction with an Annual Meeting of the Shareholders.
4. Business at Meetings of the Shareholders. At any meeting of the Shareholders, only such business shall be conducted as shall have been brought before the meeting (a) pursuant to the Corporation’s notice of meeting, or (b) by or at the direction of the Board. The procedures referred to in clauses (a) and (b) of the immediately preceding sentence shall be the exclusive means for any person to submit business (other than Shareholder proposals properly submitted in accordance with Rule 14a-8 under the Exchange Act and included in the Corporation’s notice of meeting) to be considered or acted upon at a meeting of Shareholders.



5. Record Date for Meetings and Other Purposes. For the purpose of determining the Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining Shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board may fix, in advance, a date as the record date for any such determination of Shareholders. Such date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. If no record date is so fixed by the Board, (a) the record date for the determination of Shareholders entitled to notice of or to vote at a meeting of Shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is not given by reason of due waiver thereof, the day next preceding the day on which the meeting is held, and (b) the record date for determining shareholding for any other purpose shall be at the close of business on the day on which the resolution of the Board relating thereto is adopted. A determination of Shareholders of record entitled to notice of or to vote at any meeting of Shareholders, made in accordance with this Section, shall apply to any adjournment thereof, unless the Board fixes a new record date under this Section for the adjourned meeting.
6. Notice of Meetings. Whenever Shareholders are required or permitted to take any action at a meeting, written notice shall be given stating the place, date and hour of the meeting and, unless it is the Annual Meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting (including any such meeting to be held in conjunction with an Annual Meeting) shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, by electronic communications or by first class mail, not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, such notice is given when deposited in the United States or other sovereign mail system, as appropriate, with postage thereon prepaid, directed to the Shareholder at its address as it appears on the record of Shareholders of the Corporation. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Shareholder of record on the new record date entitled to notice under this Section.
7. List of Shareholders Entitled to Vote. The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of the Shareholders a complete list of the Shareholders entitled to vote at the meeting of Shareholders (provided, however, if the record date for determining the Shareholders entitled to vote is less than ten (10) days before the meeting, the list shall reflect the Shareholders entitled to vote as of the tenth (10<sup>th</sup>) day before the meeting date), arranged in alphabetical order, and showing the address of each Shareholders and the number of shares of each class of capital stock registered in the name of each Shareholder. Such list shall be open to the examination of any Shareholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any Shareholder who is present. Except as otherwise provided by applicable law or the rules of the New York Stock Exchange ("NYSE Rules"), the stock ledger of the Corporation shall be the only evidence as to who are the Shareholders entitled to examine the stock ledger and the list of Shareholders entitled to vote in person or by proxy at any meeting of Shareholders.
8. Waivers of Notice. Notice of any meeting of Shareholders need not be given to any Shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Shareholder at a meeting, in person or by proxy, without protesting prior thereto or at its commencement the lack of notice of such meeting, shall constitute a waiver of notice by such Shareholder.
9. Failure to Receive Notice. Failure to receive notice of any meeting shall not invalidate the meeting.
10. Quorum at Meetings. Except as otherwise provided by law, the holders of a majority of the shares entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at any meeting of the Shareholders for the transaction of any business, but the Shareholders present or represented by proxy may adjourn any meeting to another time or place despite the absence of a quorum, without notice other than announcement at the meeting, until a quorum shall be present or represented. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Shareholders. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally

notified. If after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Shareholder of record entitled to vote at the meeting.

11. Conduct of Meetings. The Board may adopt by resolution such rules and regulations for the conduct of the meeting of the Shareholders as it shall deem appropriate. At any meeting of the Shareholders, the Chairman, or, in the Chairman's absence or inability to act or in such cases, as it may be determined by the Chairman, the person whom the Chairman shall appoint shall act as chairperson of, and preside at, the meeting. The Secretary or, in their absence or inability to act, the person whom the chairperson of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the chairperson of any meeting of the Shareholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chairperson of the meeting, may include, without limitation, the following: (a) order of business for the meeting, (b) the determination of when the polls shall open and close for any given matter to be voted on at the meeting, (c) rules and procedures for maintaining order at the meeting and the safety of those present, (d) limitations on attendance at or participation in the meeting to Shareholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine, (e) restrictions on entry to the meeting after the time fixed for the commencement thereof, (f) limitations on the time allotted to questions or comments by participants, and (g) policies and procedures with respect to the adjournment of such meeting.
12. Voting.
- (a) When a quorum is present at any meeting, unless otherwise required by applicable law, NYSE Rules or these Bylaws, the election of Directors shall be decided pursuant to the terms of Section 3.1(1)(c) and any advisory vote on the frequency of Shareholders votes related to the compensation of executives required by Section 14A(a)(2) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), shall be decided by a plurality of the votes cast at a meeting in person or by proxy by the holders of shares entitled to vote therein. When a quorum is present at any meeting, unless otherwise required by applicable law, NYSE Rules or these Bylaws, any matter, other than the election of Directors and an advisory vote on the frequency of Shareholder votes related to the compensation of executives required by Section 14A(a)(2) of the Exchange Act, brought before any meeting of Shareholders shall be decided by the vote of the holders of a majority of the votes cast in person or by proxy in favor of such action by the holders of shares entitled to vote therein. For the avoidance of doubt, abstentions and broker non-votes will not be counted as votes cast for such purposes.
- (b) Unless otherwise provided by applicable law or in the Certificate of Incorporation, each Shareholder shall at every meeting of the Shareholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such Shareholder, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Shareholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of Shareholders need not be by written ballot.
13. Inspectors. The Board, in advance of any meeting of Shareholders, may, and shall if required by law, appoint one or more inspectors, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Board may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting, the chairperson of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of such inspector's duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of their ability. The inspectors shall (a) ascertain the number of shares outstanding and the voting power of each, (b) determine the shares represented at the meeting, the existence of a quorum and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (e) certify their determination of the number of shares represented at the meeting and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board, the date and time of the opening and the closing of the polls for each matter upon which the Shareholders will vote at a meeting shall be determined by the person presiding at the meeting and shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto, shall be accepted by the inspectors

after the closing of the polls unless a New York State court upon application by a Shareholder shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of Shareholders, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as an inspector at such election.

## ARTICLE TWO. OFFICERS, AGENTS AND EMPLOYEES

### Section 2.1 Structure of the Corporation's Management

1. The business and affairs of the Corporation will be managed under the direction of the Board. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by these Bylaws required to be exercised or done by the Shareholders.
2. The Board may delegate all or some of the authorities delegable by law or these Bylaws to the officers, agents and employees of the Corporation. The officers of the Corporation shall include a CEO, Chief Financial Officer, Treasurer and Secretary, and may also include a Chairman, one or more vice presidents, and one or more assistant secretaries and such other officers as the Board may from time-to-time designate. The officers shall be appointed by the Board. The Board may also appoint other officers, agents and employees, who shall have such authority and perform such duties as may be prescribed by the Board. All officers shall hold office until such officer's successor is elected or appointed by the Board or until such officer's death, resignation or removal in the manner hereinafter provided. Any officer may resign at any time. Any two or more offices may be held by the same person. Any officer, agent or employee of the Corporation may be removed by the Board with or without cause. The appointment of any person as an officer, agent or employee of the Corporation shall not of itself create contract rights. The compensation of officers, agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated by the Board to any officer as to persons under the officer's direction or control. The Board may require any officer, agent or employee to give security for the faithful performance of their duties. All officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be determined by the Board consistent with these Bylaws.
3. Powers and Duties of the Chief Executive Officer. The CEO shall be appointed by the Board and shall have general organizational duties as shall be determined by the Board. Subject to the authority of the Board, the CEO may vote the shares or other securities of any other domestic or foreign corporation of any type or kind which may at any time be owned by the Corporation, may execute any Shareholders' or other consents in respect thereof and may, in their discretion, delegate such powers by executing proxies or otherwise on behalf of the Corporation. The Board, by resolution from time to time, may confer like powers upon any other person or persons and may modify the powers of the CEO or any such other person.
4. Powers and Duties of Vice Presidents. Each vice president shall have such powers and perform such duties as the Board or the CEO may prescribe.
5. Powers and Duties of the Secretary. The Secretary shall have charge of the minutes of all proceedings of the Shareholders and of the Board. The Secretary is responsible for ensuring that all notices are provided to Shareholders and Directors. The Secretary shall have charge of the seal of the Corporation and shall attest the same by signature whenever required. The Secretary shall have charge of the record of Shareholders of the Corporation, and of such other books and papers as the Board may direct. The Secretary shall have all such powers and duties as generally are incident to the position of Secretary or as may be assigned to them by the CEO or the Board.
6. Powers and Duties of Assistant Secretaries. In the absence or inability of the Secretary to act, any assistant Secretary may perform all the duties and exercise all the powers of the Secretary. An assistant Secretary shall also perform such other duties as the Secretary or the Board may assign.
7. Powers and Duties of Other Officers. The Board may appoint other officers and agents for any group, division or department into which the Corporation may be divided by the Board, with titles and powers as the Board may from time to time deem appropriate. All such officers and agents shall receive such compensation, have such tenure, and exercise such authority as the Board may specify.

## ARTICLE THREE. THE BOARD OF DIRECTORS

## Section 3.1 Election, Number, Composition and Competencies of the Board of Directors

### 1. Number and Election of Directors.

- (a) The number of Directors which shall constitute the whole Board shall initially be twelve (12) and hereafter be determined by resolution of the Board; provided, however, that no decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director.
  - (b) A minimum of five (5) Directors shall qualify as “independent directors” of the Corporation and Iberdrola, S.A. (the “Controlling Shareholder”) (assuming for such purpose that such Director is a Director of the Controlling Shareholder) under Section 301 of the Sarbanes-Oxley Act (or any successor rule), Rule 10A-3(b)(1) (or any successor rule) of the Securities and Exchange Act of 1934, and Rule 303A (or any successor rule) of the rules promulgated the New York Stock Exchange which apply to issuers whose common stock is listed on the New York Stock Exchange (the “Independent Directors”). The membership of the Board will at all times comply with the requirements of applicable law and NYSE Rules.
  - (c) Except as provided in this paragraph and in Sub-section 2 of this Section below, the Directors shall be elected at the Annual Meeting of the Shareholders by a majority-of the votes cast in person or by proxy by the holders of shares entitled to vote therein and each Director elected shall hold office until their successor is elected and qualified, unless such Director shall resign, die, become disqualified or disabled, or otherwise be removed. Directors need not be Shareholders; provided, however, that directors shall be elected by a plurality of the votes cast in a contested election. An election shall be considered contested if, as of the record date (or such later date as may be determined by the Board based on events occurring after the record date, but in no event later than the date the Corporation files its definitive proxy statement with the Securities and Exchange Commission), the number of nominees for election as a member of the Board exceeds the number of Directors to be elected. A “majority of votes cast” means that the number of shares voted “for” a nominee for election as a member of the Board exceeds the number of shares voted “against” the election of such nominee. Abstentions and broker non-votes shall not constitute votes “for” or “against”.
2. Vacancies. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board during the term of office, including, without limitation, the removal of Directors by the Shareholders or Director resignation, may be filled either by vote of the Directors or, if determined by the Board or requested (prior to the Board having filled any such vacancy) in writing by Shareholder(s) holding at least a majority of the outstanding voting shares of capital stock of the Corporation, by vote of the Shareholders. If the number of Directors then in office is less than a quorum, such newly created directorships and vacancies may be filled by vote of a majority of the Directors then in office or by vote of the Shareholders.
  3. Resignation; Removal. A Director may resign from their office at any time by delivering their resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Any or all of the Directors may be removed, for cause or without cause, by vote of the Shareholders.

## Section 3.2 Positions on the Board

1. Chairman; Vice Chairman. The Board may elect, from among the Directors, a Chairman and, if so decided, one or more vice-chairmen (each a “Vice Chairman”), to be proposed by the Chairman.
2. Powers and Duties of the Chairman of the Board. The Chairman (if there be one) shall preside at all meetings of the Board at which they are present and shall perform such other duties as the Board may designate.
3. Powers and Duties of the Vice Chairmen of the Board. Each Vice Chairman (if there be any) shall have such powers and perform such duties as the Board may prescribe. In the absence or disability of the Chairman, the Vice Chairman who has served in that capacity for the longest time and who shall be present and able to act, shall perform all the duties and exercise all the powers of the Chairman that flows from their capacity as Director.

## Section 3.3 Meetings of the Board of Directors

1. Meetings. Meetings of the Board, regular or special, may be held at any place within or without the State of New York (including, without limitation, telephonically and/or by internet access) as the Board from time to time may fix or as



shall be specified in the respective notice or waivers of notice thereof. Any one or more members of the Board or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at any such meeting of the Board or committee thereof. The Board may fix times and places for regular meetings of the Board and no notice of such meetings need be given. Special meetings of the Board may be called by the Chairman, any Vice Chairman or the CEO on two (2) days' prior written notice to each Director by mail or forty-eight (48) hours' prior notice to each Director either personally or by facsimile, telegram or electronic mail; special meetings shall be called by the Chairman, any Vice Chairman, the CEO or the Secretary, in like manner and on like notice, on the written request of two (2) Directors unless the Board consists of only one Director, in which case special meetings shall be called by the Chairman, the CEO or the Secretary in like manner and on like notice on the written request of the sole Director.

2. Notice. Notice of each such meeting shall be given by the Secretary or by a person calling the meeting in accordance with these Bylaws to each Director in the manner provided in Sub-section 1 above. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.
3. Written Consent of Directors in Lieu of a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing or by electronic submission to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.
4. Quorum and Voting. A majority of the entire Board shall constitute a quorum for the transaction of any business. Except as otherwise provided by law or the Certificate of Incorporation or these Bylaws, the vote of a majority of the entire Board shall be the act of the Board, but a majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. No notice of any such adjournment need be given.

### Section 3.4 Formalization of the Resolutions

1. Minutes Book. The deliberations and the resolutions of the Board will be recorded in the minute book, and will be signed by the Chairman and the Secretary, or whosoever has the authority to act in their stead.
2. Certifications. The certifications, total or partial, necessary to evidence the resolutions of the Board, will be issued and signed by the Secretary or an assistant Secretary, and countersigned by the Chairman or, as appropriate, a Vice Chairman.

### Section 3.5 Committees of the Board of Directors

1. Committees.
  - (a) The Board shall establish and maintain (i) an Audit Committee, (ii) an Unaffiliated Committee in accordance with the Shareholder Agreement dated 16 December 2015 between the Corporation and the Controlling Shareholder (the "Shareholder Agreement"), and (iii) any other committee required by applicable law, NYSE Rules, or business need.
  - (b) The Board, by resolution adopted by a majority of the entire Board, may establish and maintain one or more committees composed of those designated from among its members to which it may delegate, unless otherwise decided by the Board, authorities of the Board to the extent permitted by applicable law, and provided that any of the authorities assigned to the Unaffiliated Committee (as defined in the Shareholder Agreement) or the Audit Committee may not be so delegated.
  - (c) Each committee shall have duties set forth in its own charter to the extent required by the BCL, the rules and regulations of the SEC and NYSE, and other applicable law. The charters will establish the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and the committee reporting to the Board. Proposals to modify a committee charter may be approved by the Board or will be considered by the applicable committee at the request of the chair of the applicable committee or a majority of such committee's

members. Any such modifications approved by the applicable committee, and not otherwise approved by the Board, shall be reviewed and ratified by the Board.

2. Members. Each committee will be composed of one or more Directors designated by the Board, with the favorable vote of a majority of the entire Board, and such positions will be renewed in the terms, manner and number as decided by the Board, which will also establish such committee's rules of operation.
3. Alternate Members. The Board may designate one or more eligible Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.
4. Powers. Subject to applicable law and NYSE Rules, any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.
5. Quorum; Procedures. Unless the Board or the applicable committee charter provides otherwise, at all meetings of such committee, a majority of the then-authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the then-authorized members of the committee shall be the act of the committee. A quorum, once established shall not be broken by the subsequent withdrawal or departure of Directors to leave less than a quorum. Each committee shall keep regular minutes of its meetings and report the same to the Board. Unless the Board otherwise determines, each committee shall conduct its business in the same manner as the Board conducts its business pursuant to these Bylaws.

### Section 3.6 Personal Interest

Subject to applicable law, no transaction entered into by the Corporation shall be affected by the fact that the Directors, their respective affiliates, or any of them, were personally interested in it, or solely because the interested Directors are present at or participate in the meeting of the Board or a committee thereof which authorizes such transaction, or solely because their votes are counted for such purpose; and every Director is hereby relieved from any disability which might otherwise prevent such Director, or any of their affiliates, contracting with the Corporation for the benefit of themselves or of any firm, association or corporation in which they may be anywise interested or affiliated. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee thereof which authorizes any such transaction. No Director shall be disqualified from voting or acting on behalf of the Corporation in contracting with any other firm, association or corporation in which they may be an affiliate, director, officer or shareholder, or may otherwise have an interest.

### Section 3.7 Remuneration of the Directors

Subject to applicable law and NYSE Rules, Directors may receive compensation for their services as Directors in such form and amounts and at such times as may be prescribed from time to time by the Board or designated committee thereof. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as Director payable in cash, stock, stock options, or other compensation or a combination thereof. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation and reimbursement of expenses for attending committee meetings.

### Section 3.8 Assistance of Experts

In performing their duties, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Corporation or any of its subsidiaries;
- (b) counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional competence; or
- (c) a committee of the Board upon which they do not serve as to matters within its designated authority.

A request for the engagement of an expert will be made through the Chairman, who may make it conditional on authorization first being obtained from the Board, which may be denied by the Board.

## ARTICLE FOUR. STOCK CERTIFICATES

### Section 4.1 Stock Certificates

Upon written request, every holder of capital stock in the Corporation shall be entitled to have a certificate, signed by, in the name of the Corporation, the Chairman or a Vice Chairman, or the president or a vice-president, and by the Treasurer or an assistant Treasurer, or the Secretary or an assistant Secretary, certifying the number of shares owned by them or it in the Corporation; provided that the Board may provide by resolution or resolutions that some or all of the capital stock shall be uncertificated shares that may be evidenced by a book-entry system maintained by the registrar of such stock. If shares are represented by certificates, such certificates shall be in a form approved by the Board. Any of or all the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if they were such officer, transfer agent or registrar at the date of issue.

### Section 4.2 Lost Certificate

The Board may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates or uncertificated shares, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or the owner's legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

### Section 4.3 Transfer of Shares

1. Transfer Agent. The Board may appoint, or authorize any officer or officers to appoint, one or more transfer agents and one or more registrars.
2. Transfer of Shares. Shares of the Corporation shall be transferable in the manner prescribed by applicable law and in these Bylaws. Transfers of shares shall be made on the books of the Corporation only by the person named as the holder thereof on the shares records of the Corporation, by such person's attorney lawfully constituted in writing, and in the case of shares represented by a certificate upon the surrender of the certificate thereof, which shall be cancelled before a new certificate or uncertificated shares shall be issued. No transfer of shares shall be valid as against the Corporation for any purpose until it shall have been entered in the stock records of the Corporation by an entry showing from and to whom transferred. To the extent designated by the Treasurer, the Corporation may recognize the transfer of fractional uncertificated shares, but shall not otherwise be required to recognize the transfer of fractional shares. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.
3. Registered Shareholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of New York.

## ARTICLE FIVE. MISCELLANEOUS

### Section 5.1 Financial Year

The financial year of the Corporation will begin on January 1 of each year and close on December 31 of each year.

### Section 5.2 Indemnification

1. Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that such person is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation, while a Director or officer of the Corporation, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against losses, costs and expenses (including, without limitation, fines, penalties and attorneys' fees) actually and reasonably incurred by such person in connection with the defense, resolution or settlement of such Proceeding, if they acted in accordance with the Certificate of Incorporation and these Bylaws or otherwise acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and shall further indemnify such person to the extent that a New York State court or the court in which such action or suit was brought may determine upon application that, despite any adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity which a New York State court or such other court shall deem proper; provided, however, that, except with respect to Proceedings to enforce rights to indemnification pursuant to this Section 5.2, the Corporation shall indemnify a Director or officer of the Corporation in connection with a Proceeding (or part thereof) initiated by such Director or officer against the Corporation or any of its affiliates only if such Proceeding (or part thereof) was authorized by the Board.
2. Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to Sub-section 1 above in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Section 5.2.
3. Other Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to this Section 5.2 shall not limit the Corporation from providing any other indemnification or advancement of expenses permitted by law nor shall it be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Shareholders or disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.
4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Section 5.2.
5. Successors. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 5.2 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
6. Other Indemnitees. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification, and to advancement of expenses, to any employee or agent of the Corporation to the maximum extent of the provisions of this Section 5.2 with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.
7. Construction. For the purposes of this Section 5.2, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, employees or agents, so that any person who is or was a Director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall



stand in the same position under the provisions of this Section 5.2 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

8. Powers. This Section 5.2 shall be construed to give the Corporation the broadest power permissible by the BCL, as it now stands and as heretofore amended. Any amendment, modification or repeal of this Section 5.2 (or any part thereof) shall not adversely affect any right or protection of any person pursuant to this Section 5.2 in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

### Section 5.3 Amendments

These Bylaws may be adopted, amended or repealed by vote of the Shareholders.

### Section 5.4 Seal

The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words “Corporate Seal” and “New York” and the year the Corporation was formed in the center, or in such other form as may be approved from time to time by the Board. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

### Section 5.5 Dividends

Dividends upon the capital stock of the Corporation may be declared by the Board at any regular or special meeting, pursuant and subject to applicable law. Dividends may be paid in cash, in property, in shares of the capital stock of the Corporation or out of any other assets of the Corporation legally available therefor, subject to the provisions of applicable law.

### Section 5.6 Corporation Opportunities

To the maximum extent permitted from time to time under the laws of the State of New York, except as expressly provided in the Shareholder Agreement, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its Directors or Shareholders, their respective affiliates or any firm, association or corporation in which any of them may be interested or affiliated. No amendment or repeal of this Section 5.6 shall apply to expand or have any effect that would expand the liability or alleged liability of any such Director, Shareholder or affiliate for or with respect to any business opportunities of which such Director, Shareholder or affiliate becomes aware prior to such amendment or repeal.

### Section 5.7 Offices

The Corporation may have offices at such places, both within and without the State of New York, as the Board may from time to time determine or the business of the Corporation may require.

### Section 5.8 Notices

1. General. Whenever notice is required to be given to any Director or Shareholder, whether under the provisions of applicable law or these Bylaws, it shall not be construed to mean personal notice. Such notice may be given in writing, personally, by overnight mail, telegram, facsimile, electronic mail or by United States mail addressed to such Director or Shareholder at their address as it appears on the records of the Corporation, with postage thereon prepaid. When notice is provided by United States mail, notice shall be deemed to be given at the time such notice is deposited in the United States mail. Notice shall be given upon delivery if personally delivered, sent via telegram, overnight mail, facsimile, or electronic mail.
2. Waivers. Whenever any notice is required to be given under the provisions of applicable law or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened; any such objection shall occur at the beginning of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the

Shareholders, Directors, or members of a committee need be specified in any written waiver of notice unless so required by the Certificate of Incorporation or these Bylaws.

### Section 5.9 Subject to Certificate of Incorporation

These Bylaws and the provisions hereof are subject to the terms and conditions of the Certificate of Incorporation (including any certificates of designations filed thereunder), and in the event of any conflict between these Bylaws and the Certificate of Incorporation, the Certificate of Incorporation shall control.

### Section 5.10 Governing Law; Forum for Resolution of Disputes

1. Governing Law. These Bylaws and the internal affairs of the Corporation shall be governed by and interpreted under the laws of the State of New York, without regard to its conflict of laws principles or rules that would mandate the application of the laws of any other jurisdiction.
2. Forum. Unless the Corporation expressly consents in writing to the selection of an alternative forum, the state courts of the State of New York located in New York County shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any Director, officer or other employee of the Corporation to the Corporation or the Shareholders, (iii) any action asserting a claim arising pursuant to any provision of the BCL or the Certificate of Incorporation or these Bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine.

# Book Two – Purpose

# Purpose and Values

February 15, 2024

At Avangrid, Inc., we define our purpose as working together to deliver a more accessible clean energy model that promotes healthier, more sustainable communities every day.

To achieve this, all of our actions are based on – and inspired by – three key values that inform how we govern our organization. These include:

1. **Sustainable**: We seek to be a model of inspiration for creating economic, social and environmental value in our communities, and we act positively to affect local development, generate employment and give back to the community.
2. **Agile**: We act efficiently and with passion to drive innovation and continuous improvement at both the local and global level.
3. **Collaborative**: We work together toward a common purpose and mutual benefit while valuing each other and our differences.

# Code of Business Conduct and Ethics

October 2024



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# A message

from Avangrid CEO Pedro Azagra

At Avangrid, our purpose is to work together to build a more accessible clean energy model that promotes healthier, more sustainable communities every day. Fulfilling this purpose requires that we do more than just follow laws and regulations. We must all also hold ourselves to the highest ethical standards when working with our customers, shareholders, regulators, co-workers, and other stakeholders.

This is critical to supporting our sustainability/ESG strategy – focused on respecting the environment, our contributions to society, prudent and ethical governance principles, and strong financial performance.

I am proud that Avangrid has been named one of the World's Most Ethical Companies by the Ethisphere Institute, a global leader in the field of corporate ethics and governance, and that Avangrid has also been recognized by JUST Capital through inclusion within their JUST 100 index. However, we can never take this reputation for ethical conduct for granted. Even one small misstep could seriously damage Avangrid's reputation and negatively impact our business so it's important that we maintain our leadership in this area.

The Code of Business Conduct and Ethics sets forth the principles we should always apply to ensure ethical conduct. These principles not only protect Avangrid; they also protect you and your professional reputation. It is therefore important that you take the time to read the code carefully. You should understand all the information provided and request clarification from management when you have questions.

In addition to meeting the code's standards, please speak up if you become aware of potentially unethical or illegal acts in the workplace. By demonstrating a commitment to the Code of Business Conduct and Ethics, and refusing to tolerate violations by others, Avangrid will remain a highly respected and trusted company. I cannot emphasize enough the importance of speaking up if you see something that you believe to be wrong. We owe it to each other to do the right thing.

Thanks again for all you do every day to help make Avangrid a great company!


Stay safe and healthy!

**Pedro Azagra**  
Avangrid CEO



# Hello Avangrid





“ I cannot emphasize enough the importance of speaking up if you see something that you believe is wrong.



# Section One

## An Overview of Compliance and Ethics at Avangrid

The purpose of the code is to provide Avangrid employees with straightforward and useful guidance for the way we conduct business at our company. The code can be found on both Avangrid’s internal and external websites. Employees are required to comply with the entire code, and so you should be familiar with it in its entirety.

The code applies to all employees and sets forth our expectation of everyone working on our behalf, including consultants, agents, temporary employees and international assignees, business partners and suppliers.

The code, although very comprehensive, cannot anticipate and address every ethical situation you may encounter on the job. No code or policy can ever completely substitute for the sound judgment and common sense that all employees are expected to use.

Instead, the Avangrid code outlines our more important standards and policies for employees. It helps employees deal with common dilemmas. Where necessary, it points to other resources for further information.

You are responsible for learning the code and the rules, policies, and laws that govern our business, in particular those that apply to your specific job. When

in doubt, ask questions. You or your manager should contact the appropriate management group responsible for the compliance area. Experts in numerous areas including consultants, agents, temporary employees and international assignees, business partners, and suppliers are available to help you, such as those located within all company departments including Legal, Compliance and Ethics, Security (for Physical, Cyber matters), People and Organization (formerly known as Human Resources), Environmental, Health and Safety, and Internal Audit.

Equally important, you are responsible for reporting known or suspected ethical, legal, or regulatory violations, including violations of the Code of Business Conduct and Ethics. Such concerns may be reported upward through your internal chain of management. If you are unable or unwilling to report through your department’s management, you may contact the Compliance Division. People and

The Helpline is for anonymous reporting:  
**877.606.9171** or  
[avangrid.com/speakup](https://www.avangrid.com/speakup)



Organization and other members of leadership are also available to you. If you are uncomfortable with these options, you may also use the company's Helpline.

The code and our company's policies, procedures, and other rules exist to ensure a safe and productive working environment for all employees. They are also intended to enable positive relationships with customers, business partners, and other stakeholders.

Please take the time to better understand the Code of Business Conduct and Ethics. Do not hesitate to ask questions and seek further information. The code is not intended to form an express or implied contract between Avangrid and any employee.

### Compliance Unit and Compliance Division

The Avangrid Compliance Unit is an internal independent governance body that reports directly to Avangrid's Governance and Sustainability Committee. The Avangrid Chief Compliance Officer is a member of the Compliance Unit and is also responsible for the Compliance Division which manages day to day compliance activities delegated to it by the Compliance Unit. Both the Compliance Unit and the Governance and Sustainability Committee receive regular updates on Avangrid ongoing compliance program from the Avangrid Chief Compliance Officer.

On behalf of the Compliance Unit, the Compliance Division is also responsible for:

- Promoting awareness of ensuring compliance with the Code of Ethics;
- Resolving questions regarding the content, interpretation of the Code;
- Investigating complaints received concerning potential violations and working with Avangrid departments on remediation plans; and
- Reviewing the Code of Business Conduct and Ethics at least once a year.

The code is subject to change or modification at any time subject to applicable bargaining obligations. Contact details regarding the Compliance Division are provided at the end of this Code.

### Professional Conduct

We are all responsible for adhering to the highest standards of ethical behavior. This requirement includes knowing, understanding, and following the regulations, laws, and policies that apply to our jobs. This also includes reporting related concerns and potential misconduct.

Our personal conduct should meet high standards for professionalism and integrity.

## Your options for reporting

Your Manager

People and Organization

Compliance Unit

Leadership Team

The Helpline





Professionalism is performing our work with diligence, responsibility, and efficiency. Integrity is demonstrated by honesty, good faith, objectivity, and a duty of loyalty to the company. All of our actions should be aligned with the interests of Avangrid with a focus on excellence, quality, and innovation.

Avangrid's success and continued growth in the years ahead depends heavily on its reputation with the public. Protection of that reputation requires that we interact honestly with others and deliver on our

promises. Avangrid's business reputation is built on countless individual choices through the years, when employees at all levels take the right path and make sound ethical decisions.

We should appreciate the unique skills, backgrounds, and viewpoints offered by our co-workers and managers, and be committed to achieving common goals with them. Those goals should include a pleasant, courteous, and respectful work environment.

The company has a long-standing commitment to human rights and is guided by principles in the Universal Declaration of Human Rights, the International Labor Organization's ("ILO") Declaration on Fundamental Principles and Rights at Work, the United Nations Global Compact, the United Nations Guiding Principles on Business and Human Rights, and the Sustainable Development Goals (SDGs) approved by the member states of the United Nations. We are expected to comply with applicable laws related to freedom of association, collective bargaining, child labor and forced labor, modern slavery, and human trafficking.





### Non-Discrimination and Professional Development

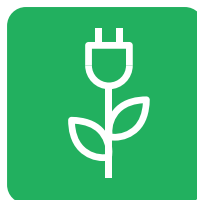
Avangrid promotes diversity, equity and inclusion (DE&I) and is committed to a workplace where all employees are guaranteed equal employment opportunities. This commitment requires an objective hiring and selection program, based on the academic, personal, and professional qualifications of candidates and the needs of the company. Candidates for open positions should be assessed rigorously and objectively, based on their professional merits.

Avangrid invests in programs that promote training, equal opportunities for advancement, and professional career development. We believe that these efforts enhance employees' ability to contribute to the company's objectives. Employees are encouraged to continuously update their professional knowledge and to take advantage of offered training programs.

### Avangrid's purpose

**Working together to deliver a more accessible clean energy model that promotes healthier, more sustainable communities every day.**

This purpose is inspired by and built on three core values:



#### Sustainable

We seek to be a model of inspiration for creating economic, social, and environmental value in our communities, and we act positively to affect local development, generate employment, and give back to the community.



#### Agile

We act efficiently and with passion to drive innovation and continuous improvement at both the local and global level.



#### Collaborative

We work together toward a common purpose and mutual benefit while valuing each other and our differences.



## Employees must, at all times ...

- Conduct their relationships with other employees, co-workers, customers, business partners, investors, regulators, suppliers, consultants, and the community in an ethical manner. This includes maintaining high standards for professionalism and integrity.
- Respect the separation between their roles as employees and as customers of the company.

## Employees must not ...

- Use their positions with Avangrid or knowledge of our operations to gain any favor, advantage, or benefit for themselves personally.
- Use their position with Avangrid to gain any unfair advantage or benefit for Avangrid or themselves through misrepresentation, deception, or fraud.
- Improperly influence or attempt to influence others in the exercise of their duties by offering gifts, rewards, or other benefits. Never solicit or accept such benefits from others.
- Take advantage of anyone through an unfair practice, such as manipulation, concealment, abuse of privileged information, or misrepresentation of material facts.

## Supervisors, managers, directors, and executives must, at all times ...

- Set a strong ethical example.
- Be held to high standards and set strong ethical examples as leaders to other employees.
- Make sure their employees understand and follow the rules.
- Create a positive, respectful work environment that encourages employees to speak up about concerns.
- Promptly communicate concerns and reports of potential misconduct made by employees to the appropriate management group.



### Expectations of Avangrid's Management

Although all employees must meet high standards for honest and ethical behavior, Avangrid's management employees, as leaders, including but not limited to Avangrid's CEO, CFO and other members of the Management Committee, are subject to a higher standard for actively promoting and modeling such behavior. As part of this commitment to the highest possible honest and ethical conduct, Avangrid's management employees shall:

- Demonstrate ethics in the handling of actual or apparent conflicts of interest. Any transactions or relationships that may give rise to a conflict of interest should be avoided and disclosed to the Compliance Division.
- Actively promote the protection of confidential information about the company and its stakeholders.
- Ensure that the company's assets and resources are used responsibly and for business purposes only.
- Make disclosures and reports that are complete, fair, accurate and timely, particularly those that impact reports to the SEC, other regulators, and public communications.
- Comply with this code and all laws, rules, and regulations, and promptly report suspected fraud and other violations.







### Decision Test

This code is intended to serve as a general resource for understanding Avangrid’s ethics-related standards and policies. However, the code cannot anticipate or address every ethical dilemma that you may face on the job.

When you encounter situations that pose potential ethical issues, such as a conflict of interest, ask yourself these questions:

- “Will my actions meet the intent and purpose of both the law and the company’s policies and business practices?”
- “Could I justify my actions to my supervisors, co-workers, and the public?”
- “Would my actions compromise my standing with my supervisors, co-workers, and friends?”
- “Will my actions be honest and transparent in every respect?”
- “Could my actions appear inappropriate to others or violate my ‘personal’ code of ethics?”

If you ever face a situation where the correct course of action is unclear, speak with your supervisor, a member of senior management, or the Compliance Division. Regardless of what action you take, you must always be prepared to assume responsibility and accountability for your decision.

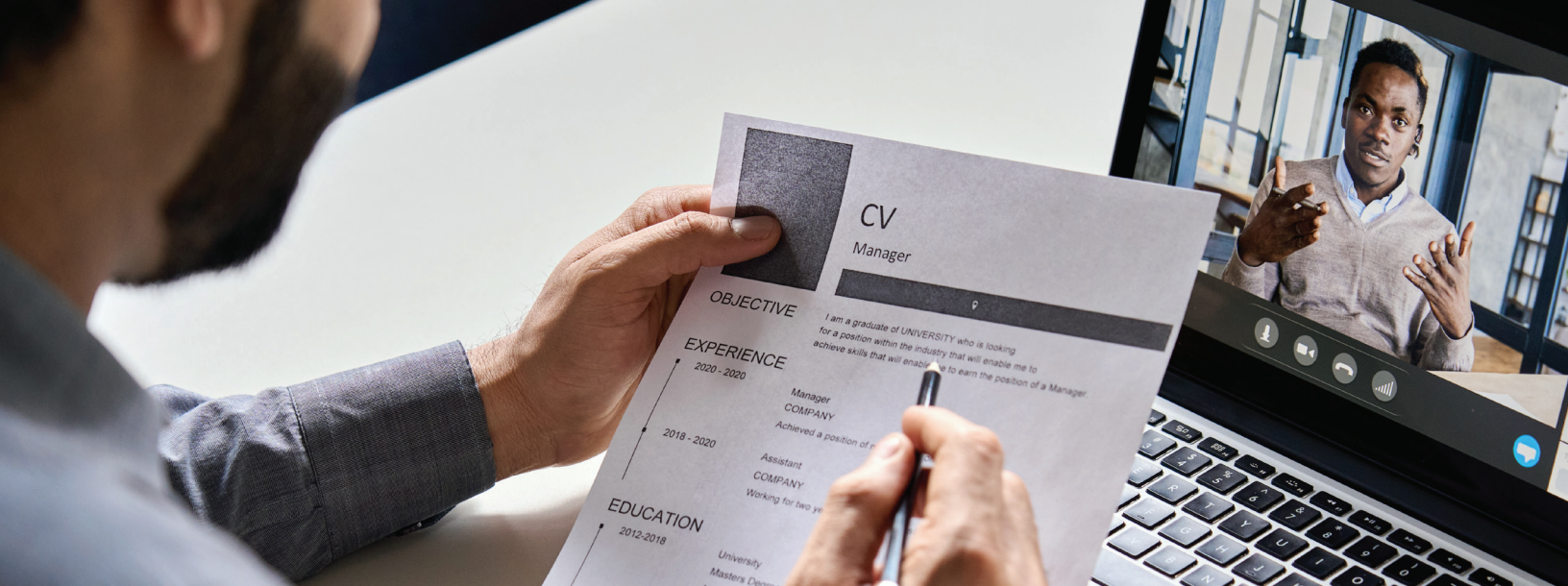
### Behavioral Model to Support our Purpose and Values

Our Behavioral Model provides a common framework, a roadmap, on the expected behaviors for how we interact with the others and accomplish not only our daily activities but the strategic goals of Avangrid. The Behavioral Model is aligned with our Purpose & Values as well as our company’s strategy.

Every year since 2019, Avangrid has been designated one of the World’s Most Ethical Companies® by the Ethisphere Institute, a global leader in defining and advancing standards for ethical business practices. In 2024, Avangrid was one of eight honorees in the ‘Energy and Utilities’ category. Ethisphere also extended Avangrid’s Compliance Leader Verification certification through 2024. First earned by Avangrid in 2019, this certification is awarded to companies with best-in-industry corporate compliance programs.







## Section Two

### Our Commitments to Society

#### Equal Employment Opportunity

Employment decisions must be made without regard to categories protected by applicable state or federal law. These categories include, without limitation, a person's race, color, religion, age, gender, gender identity or expression, sexual orientation, sex, citizenship status, national origin or ancestry, physical or mental disability, marital status, veteran status, uniformed service member status, genetic information, or any other personal characteristic protected by local, state, or federal law. "Employment decisions" generally include those related to hiring, recruiting, training, promotion, compensation, discipline, and termination. Other activities may be implicated as well.

The company takes this commitment very seriously and has adopted strong policies, including its Equal Opportunity Policy available on the portal intended to prohibit illegal discrimination. Any suspected violation should immediately be reported to People and Organizations (formerly known as Human Resources) or the Compliance Unit.

If a behavior is based on discrimination against a protected class, it may also be illegal.

#### Harassment and Discrimination

Mutual respect is a fundamental requirement for a harassment-free and discrimination-free work environment where employees can contribute to their fullest potential. Workplace harassment is prohibited under the code and includes offensive conduct that results in a work environment that a reasonable person would consider intimidating, hostile, or abusive. If the behavior is based on discrimination against a protected class, it may also be illegal. Harassment against a person in retaliation for filing a discrimination charge, protesting against illegal discrimination, or participating in an investigation may also be illegal. Workplace harassment will result in disciplinary action up to and including termination of employment.

Harassment can come in many forms. Verbal harassment may include offensive remarks, statements, and even inappropriate sounds. Offensive slurs, jokes and comments are examples of prohibited behavior. Physical harassment may include conduct such as hitting, pushing, blocking someone's way, brushing against another employee, vulgar movements, and inappropriate touching. Visual examples may include displaying materials with offensive content such as calendars, pictures, or other objects. Offensive written notes and email messages and the use of

company property (such as computers and cell phones) to display, store, retain, or distribute such material are strictly prohibited.

Sexual harassment is a form of discrimination. It includes (without limitation) unwelcome sexual advances, requests for sexual favors, and other actions of a sexually offensive nature where submission to such actions is implicitly or explicitly a condition of employment, is a basis for employment decisions, could interfere with work performance or could create an intimidating, hostile, or offensive work environment. Displaying posters, calendars, or other sexually suggestive materials and sexually offensive comments, even if intended as jokes, may also constitute sexual harassment.

Employees are required to take training to recognize prohibited harassment and discrimination. Any employee who experiences or witnesses such behavior is expected to immediately report the incident so that the company can take action. Refer to **Avangrid's Sexual Harassment Prevention Policy** for more information. Reports may be directed to a supervisor, a member of senior management, a People and Organization (formerly known as Human Resources) representative, the Compliance Unit, or the company's Helpline.

### Violence

All employees deserve a workplace free from threats and acts of violence. This includes violence in any form, including physical, sexual and psychological. We will not tolerate such actions. Violations may result in termination of employment and even support criminal prosecution in extreme cases. Abuse of authority and intimidation are also prohibited in the workplace.

If you observe an act or threat of violence, you should call law enforcement right away. You should also immediately report the matter to your supervisor, People and Organization, or Corporate Security.

### Reconciliation of Work and Family Life

Avangrid respects the personal and family lives of its employees through the promotion of programs intended to encourage a balance between personal and work responsibilities. For example, managers should limit work related emails to their employees outside of work hours. In addition, Avangrid expects that all employees will take responsibility for ensuring that we all work in a safe, healthy environment.

### Right To Privacy

Avangrid considers the privacy and security of its employees' non-public personal information to be of the utmost importance, including protected personally





identifiable information such as employees' medical and financial information. All related laws and regulations related to this area should be respected and complied with.

### Workplace Health and Safety

Avangrid is committed to providing a safe and healthy workplace that promotes a no-harm culture where we never compromise on safety. No job is so important or urgent that we cannot take the time to perform our work safely. We will identify, evaluate, and control risks to protect both people and business assets and work proactively to prevent health- and safety-related incidents before they occur by implementing effective safety programs, learning from our experiences, and implementing sustainable actions and process improvements. All of us play a part by utilizing the tools, equipment and training provided to perform our work safely.

### Anti-Corruption

Avangrid is committed to complying with all applicable laws and regulations prohibiting fraud and corruption, including those related to extortion, money laundering, sanction avoidance and bribery. You are strictly prohibited from influencing or attempting to influence others in the exercise of their duties by offering gifts or other promises of reward or benefit. Take extra care when interacting with government officials to avoid even the appearance of such impropriety.

Avangrid has adopted an **Anti-Corruption Policy** and **Internal Reporting and Whistleblower Protection Policy**, available on the company's website.

Many of us work with government employees, such as staff for New York PSC, Maine PUC, Connecticut PURA and federal agencies such as FERC and the EPA. This collaboration is important and in the public interest, but these relationships must be carefully managed to avoid ethical risks. Avangrid and its employees are subject to state and federal laws prohibiting the acceptance or offering of gifts and hospitality to or from government employees. Meals, alcohol, and educational events are just a few examples.



Our expectations for employees in the area of workplace health and safety include:

- Supporting a culture where safety is a core value.
- Compliance with applicable company safety and health policies, laws, and regulations.
- Preventing misuse of alcohol and controlled substances in the workplace.
- Actively engaging in programs and efforts to continuously improve health and safety performance.
- Prompt reporting of all incidents, unsafe acts and conditions including near misses, property damage, and personal injuries.
- Creating and maintaining the safest possible work environment requires a commitment from all employees. An excellent health and safety culture not only protects our employees, contractors, and the public but is vital to our business stability and prosperity.

**All employees deserve a workplace free from threats and acts of violence in any form, including physical, sexual, and psychological.**

Federal, state, and local government employees are also subject to ethics rules. For example, the New York PSC and the U.S. Office of Government Ethics have established very specific prohibitions on accepting gifts and hospitality. In some situations, even small courtesies like light refreshments, transportation, and promotional items are prohibited and sometimes illegal.

These laws are supported by the Code of Business Conduct and Ethics and our Gift and Hospitality Rule. To avoid a violation, including potential criminal penalties, under most circumstances employees should not offer, provide, or accept gifts or hospitality to or from government employees. This restriction extends to food and refreshments. Exceptions to this general rule should be vetted prior to a situation arising.

State and federal laws may limit how the company, its employees, agents, and representatives communicate with commissioners, agency staff, and administrative law judges during proceedings outside the presence of other parties (“ex parte” communications). Consult your manager and Legal Services before discussing company-related proceedings with these parties. You may also need to maintain a record of the communication.



The company and government agencies have a stake in preventing the appearance of impropriety or improper influence in their work, which is why we maintain significant restrictions. If you become aware of a potential violation of these restrictions, or if you have any questions, you should immediately contact your direct supervisor, the company’s Legal Services Division or the company’s Chief Compliance Officer. The specific laws in the company’s service territories can vary, and in certain cases there may be a mechanism for avoiding a violation. These examples demonstrate how the gift and hospitality restrictions generally apply. They may be subject to particular circumstances.



**An informal lunch with a New York PSC employee:** The company and government employees should cover the costs of their own meals. Do not “split” the bill or offer to pay the bill in return for the other person paying the next time.



**Providing transportation to PSC employees:** In New York, paying for or otherwise providing transportation to PSC employees is generally prohibited. Seek guidance unless you are familiar with the limited exceptions.



**Company promotional items:** Do not offer or give promotional items (e.g., pens and hats) to government employees.



# Q&A

**Q: What is illegal harassment?**

**A:** Harassment is pervasive conduct that denigrates or demonstrates hostility or aversion toward an individual because he or she is a member of a legally protected class. To be “pervasive,” conduct must be persistent and usually more than an isolated incident.

**Q: What is discrimination?**

**A:** Discrimination occurs when a person or group of people is treated differently from another person or group of people because of being a member of a legally protected class.

**Q: I regularly joke with an older employee about his inability to keep up due to his age. Could this be considered harassment even though I’m only kidding?**

**A:** Yes. The employee who is the target of the joke may find this offensive, and it may interfere with his work performance. He may not tell you that he is offended and instead report the matter or just keep it to himself. Someone else may also report you. Regardless, you should show respect for the person and not joke about his being a member of a protected class.

**Q: I told a sexually suggestive joke in a meeting and everyone laughed, both men and women. Isn’t this okay?**

**A:** No. Any joke of a sexual nature is prohibited. Sometimes people laugh to cover up their embarrassment or discomfort. You should not assume that a joke is acceptable just because no one objects at the time.



## Protecting the Environment

Our activities should always demonstrate the company's respect for the environment. This includes complying with or exceeding standards established in applicable environmental laws and regulations. This priority is supported by policies and procedures adopted by the company.

Consequently, we should act to minimize the impact of our activities on the environment by engaging in sound environmental practices and supporting environmental stewardship. Areas of focus include reducing waste and pollution, conserving natural resources, promoting energy savings, and sponsoring research and development.

The company has a number of related policies including policies for Climate Change, Biodiversity, Environmental, and Sustainability. These can be found at [avangrid.com](http://avangrid.com).

There are numerous ways in which we are expected to demonstrate our support for protecting the environment:

- Compliance with applicable environmental laws and regulations.
- Providing adequate resources to meet environmental commitments and obligations.
- Working with environmental regulatory agencies to resolve issues.
- Continuously improving our environmental performance and corporate social responsibility initiatives.
- Compliance with environmental permits and licenses.
- Hiring reputable and certified services for environmentally sensitive activities, such as disposal of hazardous materials.
- Accurately maintaining and preserving records required by environmental laws and regulations.

# Q&A

**Q:** My supervisor asked me to follow a procedure that I believe would harm the environment. What should I do?

**A:** If you are concerned that the procedure harms the environment, check with your supervisor to ensure that environmental concerns remain a priority. If you feel the request violates environmental laws and regulations, report the concern to your supervisor, the Environmental, Health and Safety Department or Compliance Unit.

**Q:** How much oil needs to be spilled before I have to report it?

**A:** You are expected to immediately report any oil spill to the Environmental Department. They in turn will determine appropriate cleanup and whether the company has a reporting obligation to a regulatory agency. There is NO minimum quantity, and you have an obligation to report any spill, even if only a gallon or less. Failure to do so puts the company at risk.



You can learn more about our efforts in our most recent Sustainability Report.







## Section Three

### Our Responsibilities to the Company

#### Acceptance of Gifts

Vendors, suppliers and customers often acknowledge valued professional relationships with gifts. While such gifts are often inexpensive tokens of appreciation, they can sometimes be problematic under our Code of Business Conduct and Ethics. Should you be presented with a gift at any time throughout the year, consider the following discussion before accepting it.

An employee who accepts an inappropriate gift may cause others to question his or her objectivity and commitment to ethical business conduct. For example, an employee who accepts a valuable gift may be accused of favoritism or obligation toward the giver. Even if the employee has not been influenced, the simple appearance can compromise the reputations of the employee and the company.

Our Code of Business Conduct and Ethics prohibits the acceptance of gifts intended to induce or reward a breach of trust, impartiality, or good faith. This prohibition is further enforced by our company's Gift and Hospitality Rule, available on the company's intranet site.

Employees should review the Gift and Hospitality Rule for additional standards. Any gift or hospitality that could be viewed as improperly influencing the recipient's decision-making should be avoided.

As a general rule, employees should never accept any gift unless:

- The gift is of insignificant or symbolic financial value;
- The gift is a sign of courtesy or a customary business gift or token; and
- The gift is not forbidden by law or generally accepted business practices.

An employee who accepts a valuable gift may be accused of favoritism or obligation toward the giver.

Bear in mind that an “insignificant or symbolic” value (a “nominal” value) cannot be precisely defined, and we must rely on common sense and judgment to determine whether a gift’s value is nominal. As a general rule, employees should never accept or offer cash, tips, or gift cards (cash equivalents).



It is advisable to consult with your direct supervisor when a gift is offered. If a gift cannot be accepted, it should be returned to the giver with a note explaining the concern under our company’s Code of Business Conduct and Ethics and our Gift and Hospitality Rule. If the gift is perishable and cannot be effectively returned, consider donating it to a local charity in the name of the giver. Again, a note should be sent to the giver explaining why this action was taken.

#### **Hospitality: Meals, Lodging, and Entertainment**

Occasionally employees are invited by vendors and other business associates to meals, sporting events, conferences, and other events. These acts of hospitality can benefit the company through stronger relationships with its vendors and other members of the community. Acceptance, however, can create or give the appearance of a sense of obligation or favoritism toward that person.

Decisions about accepting hospitality are rarely black and white. Regardless of what is intended by the offer, as a general rule,

you should never accept an invitation that could place you in a position of appearing obligated to or favoring a person who does business with the company.

In limited situations, however, accepting an invitation is acceptable where certain conditions are met:

- Acceptance of the invitation advances the company’s relationship with the third party or meets some other legitimate business purpose.
- The proposed expense is reasonable and not extravagant.
- The invitation was not solicited.
- Legal, policy and procedural restrictions applicable to both parties have been met.

In every case, invitations should be discussed with, and approved by, a direct supervisor who can contact the company’s Compliance Division for additional guidance. Typically, the best course of action is to be conservative and politely decline invitations that create risk for you or the company.



For any hospitality that involves an event (for example related to sports, concerts or hotel stays), all employees must complete a Gifts and Hospitalities Report available on the Company's intranet site.

Employees who intend to offer or accept gifts or non-event related hospitality valued in excess of \$100 must also complete and submit a Gift and Hospitality Form.

The Gifts and Hospitality Form is for reporting and tracking purposes only, and submission does not constitute authorization or approval. Employees are obligated to avoid all improper gifts and hospitality regardless of value, including those valued at less than \$100. If a group meal is valued at \$500 or more, but the average cost per person is less than \$100, this should also be reported.

Generally speaking, when you receive offers of meals, lodging, or entertainment where the other party is not attending, they should be analyzed as gifts and not as hospitality. Our Gift and Hospitality Rule provides additional guidance on assessing the risks posed by accepting meals, lodging and entertainment.

#### Conflicts of Interest

Employees have a duty to avoid actual or potential conflicts of interest with the company. Generally speaking, a "conflict of interest" is a situation where the personal interests of an employee directly or indirectly conflict (or could potentially conflict) with the best interests of the company. An employee's personal interests also include the interests of a spouse or partner, family member, friend or related business interest. In all activities within the scope of their employment, employees are required to place the corporation's best interest ahead of personal interests or gain. To assist in avoiding a violation, employees must disclose to management all the facts of any situation, such as outside employment where a conflict of interest could arise.

To avoid conflicts of interest you must obtain permission from your direct supervisor and notify People and Organization and the Compliance Division before engaging in outside employment (moonlighting). The Compliance Unit is responsible for working with you and Avangrid to identify and resolve potential conflicts of interests. Moonlighting for competition is prohibited.

Disclosures can be in your own best interest as well. When an employee makes decisions that appear based on personal benefits, as opposed to the best interests of the company, the employee's reputation for objectivity and integrity is at risk.



The following circumstances are often relevant to whether an invitation should be accepted or declined:

- Whether there is an open bid or you have authority to make decisions concerning the third party's relationship with the company.
- Whether the invitation is a one-time offer or may be repeated.
- Whether other guests have also been invited at the third party's expense.
- Whether our company has opportunities to reciprocate (e.g., lunches, seminars and social events).
- The company's strict prohibitions on gifts and hospitality to government officials.

**Employees are obligated to avoid all improper gifts and hospitality regardless of value, including those valued at less than \$100.**

Even the appearance of a conflict of interest can potentially raise concerns from employees or outside parties. Before you are in a position where you could appear to place your own interests above those of the company, you should notify your supervisor and seek guidance from Compliance.

A conflict can arise in numerous situations, even if you're not receiving compensation.

#### Outside Activities:

- Working with a vendor or competitor outside or during business hours – including unpaid work.
- Holding an outside job that interferes with or involves use of company time.
- Working on a board or non-profit whose mission may intersect (positively or negatively) with Avangrid company.

#### Workplace Conflicts:

- Showing or influencing favoritism in hiring a relative or friend.
- Having family members in direct or indirect reporting relationships (e.g., for performance reviews, bonus decisions).
- Using Avangrid resources for personal reasons, including outside activities or work (e.g., supplies, technology, information, equipment, scrap).



A conflict of interest is a situation where the personal interests of an employee directly or indirectly conflict with the best interests of the company.

Classic examples of conflicts of interest include:

- Investing or working for another company that competes with our company or supplies goods and services to our company.
- Engaging in personal transactions with individuals or organizations with which you also conduct transactions on behalf of our company (e.g., vendors). Such relationships should be avoided altogether.

If you encounter a situation where a potential conflict of interest is apparent, adhere to the following guidelines:

- **Independence:** Act with professionalism and loyalty to the company and its shareholders, independently from your own personal interests. In no business decision should your personal interests prevail over the interest of the company.
- **Abstention:** Abstain from participating in or influencing decisions that involve the company and parties with which there is a conflict of interest. This includes participating in meetings where such decisions are discussed, as well as accessing confidential information relating to a decision.
- **Disclosure:** Report the conflict to your manager and contact the Compliance Division directly to help mitigate any potential issues.





Conflicts of interest are not always obvious and tend to be circumstantial. If you have any doubt, discuss the situation with your direct supervisor, who can contact the company's Compliance Unit for additional guidance.

Typically, the best course of action is to be conservative and avoid involvement in a potential conflict. Remember, at some point you may be expected to defend your decision.



### Providers and Suppliers

Avangrid does business with numerous vendors, and the company's purchasing activities impact the communities in which we operate. Avangrid publishes a Supplier Code of Business Conduct on its external website. This establishes the expectation that vendors will meet our standards for ethical conduct and compliance with the law. Further, the Purchasing Department has established policies and procedures to ensure that purchases of goods and services are made in the best interests of the



company, its shareholders and its ratepayers. These standards are intended to ensure that our selection of providers and suppliers conforms to an objective and impartial standard. Purchases must be made responsibly, under appropriate oversight, respecting our obligations to our community of suppliers and without conflicts of interest.

All employees are responsible for meeting these standards. Managers are further responsible for promoting these standards and ensuring compliance in their departments.





# Q&A

**Q:** My supervisor asked me to pay a vendor's invoice for work that I know won't be completed until next quarter. The invoice inaccurately implies that the work has been completed. When I said I felt uncomfortable doing this, she said not to worry, that the vendor had a long-term relationship with us, and she wanted "to help out with his cash flow this one time." Is this acceptable?

**A:** No. All financial records must be accurate, and it would be a violation to pay an invoice that states the work has been completed when it has not in fact been completed. Explain to your supervisor that you cannot do this because it violates the Code of Business Conduct and Ethics. If she insists, report the incident to the Compliance Unit or the Helpline.

**Q:** My cousin works for a software firm that intends to respond to the company's RFP for a major telecommunications project. He would like the names of the key decision makers, competitors, bid values and advice on how to negotiate terms with the company. Can I help him out?

**A:** No. This is proprietary information that should not be used to benefit you, your family or other individuals. This information would also put your cousin's firm at an unfair advantage against its competitors. You must not share this type of information with anyone outside the company.

There may be limited circumstances under which the properly documented prepayment of vendors is appropriate. Contact the Purchasing Department with questions.





The following scenarios further explain when conflicts of interest can arise:



**Scenario 1:**

I own a landscaping business that does not compete with the company. While in the field for work, may I give company customers my personal business card?

**Answer:**

No. This could create the appearance of a conflict of interest. An employee should not solicit customers for personal business while at work. You should also disclose your ownership of this business to your supervisor.



**Scenario 2:**

I have been offered a consulting engagement by an approved company vendor. Any concerns?

**Answer:**

To avoid conflicts of interest, you should notify your direct supervisor, People and Organizations and your respective Compliance Officer before engaging in an activity where a conflict could potentially exist, for example, engaging in outside employment (moonlighting). Compliance and People and Organization will work together to help resolve any potential conflicts of interest. Moonlighting for competitors is prohibited.



**Scenario 3:**

My spouse owns a business that intends to bid on a construction project for the company. Is there a conflict of interest that must be disclosed?

**Answer:**

Potentially. This situation should be disclosed to your supervisor, who should consult Purchasing or the Compliance Division. We will determine whether a potential conflict of interest exists that requires remediation. This determination is based, in part, on your involvement in the bidding process and your potential role if your spouse's company is selected.



**Scenario 4:**

I sit on the board of directors for a nonprofit organization. The organization does not do business with the company except as a retail customer. Is there a conflict of interest to disclose?

**Answer:**

Generally speaking, the risk of a conflict of interest is limited under these circumstances. However, you should abstain from any discussion or voting on the organization's board that could affect the company's interests (you should also disclose your reason for abstaining). Your membership on the board of directors should be disclosed to your supervisor.

All employees who make purchases or manage supplier activities, on behalf of the company must comply with the following ethical standards:

- Disclosing potential or perceived conflicts of interest.
- Avoiding the appearance of favoritism or partiality toward particular vendors.
- Avoiding inappropriate gifts and hospitality, with particular care during periods of bidding.
- Never sharing proprietary information, competitor bids or internal cost estimates with vendors.
- Following the steps required for the type of purchase being made.
- Ensuring that contractors comply with our standards for ethical conduct and compliance with the law.

When in doubt, contact the Purchasing Department or the Compliance Division for guidance.

#### Rules on Personal Use of Company Assets

Avangrid provides employees with equipment, tools and other resources necessary to perform their jobs.

Employees have a responsibility to maintain and protect these resources. Theft, carelessness, and waste have a direct impact on the company's financial health and its ability to provide benefits to employees and other stakeholders in the community.

The company's assets include physical objects such as buildings and facilities, vehicles, office equipment, telephones, tools, and supplies. They also include electronic tools such as computers,

telephones, cell phones, and email systems. Various types of intellectual property are also a company asset and include software and databases, proprietary and financial information, patents, copyrights, and trademarks. The company also is responsible for protecting assets and information entrusted to the company by third parties, such as customer information, pricing and bid proposals, and licensed intellectual property.

Items that are to be disposed of or salvaged, such as metal and wood scrap, utility poles and obsolete electronics, are also company assets and may not be removed or given away by employees, regardless of value, without written authorization by a business area leader.

Certain uses of company assets are always prohibited, including:

- Uses in violation of law, the Code of Business Conduct and Ethics, a license or any contractual condition (such as restrictions in an insurance policy).
- Uses for outside work activities or for personal gain or profit.
- Uses that bear the risk of injury, damage or other loss to any person, property, or the asset.
- Uses that could contribute to added cost, inconvenience, reputational damage or other harm to the company.
- Uses that would violate any other applicable company policy, practice, or procedure.
- Uses without the actual knowledge and written permission of the employee's direct supervisor.

Certain Social Media uses are always prohibited unless authorized by the Avangrid Corporate Communications Division:

- Use of Avangrid brand elements (e.g., company logo, brand name, graphics, and images).
- Video/Audio recordings of company employees, facilities, and equipment.
- Inappropriate content that could reasonably be interpreted as harassment, discrimination, and/or threatening or defamatory comments regarding Avangrid Group employees or its stakeholders.
- Personal statements or posts that could be attributed to the Avangrid Group.

For detailed guidance, please consult [Avangrid's Social Media Policy](#).





Company assets are intended to be used by employees for legitimate business purposes. Personal use of company assets is generally prohibited; direct supervisors may grant occasional exceptions on a case-by-case basis for low-value assets. In such cases, the employee and supervisor are together responsible for ensuring that the company does not bear a risk of loss and that the asset is returned promptly in its original condition.

**Communication and Electronic Systems**  
Electronic and telephone communication systems are provided to employees to enhance their ability to perform their jobs. Employees are responsible for ensuring that these systems, including software and data stored on them, are safeguarded against damage, loss, alteration, theft, and unauthorized access. Be sure to protect your computer passwords and other system and network access information. Generally, employees should not divulge their passwords to anyone.

Limited use of company electronic resources and communication systems for personal social media purposes during nonworking time is permitted, provided it complies with the Avangrid Group Social Media Policy. However, these systems are the company's property. Employees have no right or expectation of privacy in connection with electronic communications transmitted, stored or received through the company's email systems or any other data communication system provided by the company, even if the communication is personal in nature. All messages must be appropriate for a business environment, and you will be held responsible for what you put in your messages. Inappropriate use, such as accessing or sharing pornography, are prohibited. The company has the right to monitor, review, audit, read, use, and store all messages and other data in these systems at any time, without notice.

Directors, officers, and employees, are responsible for their own personal use of social media. When using social media, the Avangrid Group and its directors, officers and employees, shall engage in a responsible manner consistent with Avangrid's values and policies. Any questions about this Policy should be directed to the Avangrid Corporate Communications Division. Full guidance on the use of social media by directors, officers, and employees of the Avangrid Group is available in the company's Social Media Policy at [avangrid.com](http://avangrid.com).

The company maintains policies that relate to use of its assets, such as the Personal Use of Company Assets Rule, General Service's Company Vehicle Assignment & Use Rule, and Corporate Security's Acceptable Use Rule. Employees are responsible for knowing these policies and complying with them. If you have questions regarding the use of company assets, you should discuss them with your direct manager.



Be sure to protect your computer passwords and other system and network access information.



# Q&A

The following examples illustrate how certain types of gifts should be treated. As always, consult your manager or the Compliance Division with any questions.

- Q:** A vendor has season tickets to a local sports team and has offered to take me to a game. This is a one-time offer, and we will be responsible for our own transportation, food, and beverages. The tickets are relatively inexpensive. Although the client representative and I work closely, all vendor selection and purchasing decisions, as well as evaluations of the contractor's work, are handled through other departments. Can I accept?
- A:** You should speak with your supervisor first. He or she should determine whether the expense is reasonable and whether your attendance will provide some benefit to the company. Other factors should also be considered, such as whether reciprocal offers are ever extended, whether there is an open bid involving the contractor, and whether you can influence the directing of business to the contractor. Since this is an event based hospitality event you must also complete a Gifts and Hospitality Report for the Compliance Division to analyze and provide guidance to you.
- Q:** A vendor to the company has asked that I attend an annual "industry conference" that the vendor sponsors in Florida. The vendor will cover all expenses, including transportation, fine dining and lodging, and entertainment. The vendor's in-house experts will discuss recent developments in the industry for a few hours each day, followed by complimentary rounds of golf with members of the vendor's sales team. Can I accept this invitation?
- A:** You should speak with your supervisor and also complete a Gifts and Hospitality Report in order to allow the Compliance Division to assess and provide guidance to you. Your attendance may provide benefit to the Company. However, other factors will need to be considered, such as your ability to direct business to the vendor, whether other customers have been invited, and how elaborate the expenses will be. All things being considered, this offer will have to be carefully evaluated.
- Q:** A vendor sends your department six large, perishable hams.
- A:** The value is not insignificant or symbolic, and therefore the hams should not be accepted. Because the hams are perishable, however, they may be donated to a charity on the vendor's behalf. A letter should be sent to prevent future misunderstandings.
- Q:** A contractor sends you a bottle of wine.
- A:** The value of a bottle of wine can vary widely. Regardless, our general business practice has historically been to not accept gifts of alcoholic beverages. The wine should be returned with an appropriate letter.
- Q:** A consultant sends you a small gift basket of assorted food items with a note of thanks.
- A:** Again, the value can vary widely. If your direct supervisor has confirmed that the gift is permitted, it may be accepted. Ideally, the gift basket should be shared with the entire work group, which is typically the giver's intent.





# Q&A

**Q:** Do I need to report if a vendor offers to take my department of ten people for dinner at a cost of approximately \$80 per person?

**A:** Yes. In this case while the individual cost is under \$100, the total is larger than the group threshold and should be reported. Group events can be a concern under the code, even if under the reporting threshold. It is therefore always advisable to consult with your manager or Compliance before accepting.

## Corporate Expenses

Employees authorized to make purchases on behalf of the company must do so honestly, prudently, and only when necessary to the business of the company. These purchases must be made responsibly, conserving the company's resources, avoiding waste and allocating to appropriate accounts. Purchases must also comply with applicable laws, regulations, and internal policies. The company's **Purchasing Manual, Corporate Credit Card Standard Rules and Procedures** and **Corporate Travel Policy** are examples. Supporting documentation must always be provided. (Small purchases don't require receipts.)

Managers who approve purchases are personally responsible for ensuring that these purchases are legitimate, appropriately documented and coded, and comply with the company's policies and procedures. Violations of these policies are considered serious infractions and may result in disciplinary action, up to and including termination of employment.

**An employee who accepts a valuable gift may be accused of favoritism or obligation toward the giver.**





# Section Four

## Our Responsibilities to Others

### Our Customers

Critical to the success of our company is the ongoing relationships with the customers and communities that we serve. As part of this ongoing partnership, we commit to:

- Following all federal, state, and local legal and regulatory rules relating to the protection of customer rights and the establishment of fair and transparent markets.
- Ensuring, at all times, that our customer teams are held to the highest standard of professionalism.
- Never engaging in harassing, deceptive, or other types of unethical behaviors with customers.
- Never engaging in misleading or deceptive conduct when selling, marketing, or providing products or services to our customers.
- Making sure our customers are fully informed about the products that they are signing up for.
- Respecting, and protecting, the privacy of customer information.
- Avoiding preferential treatment of employees who are customers of the company
- Holding any third party that supports our customer service and sales to the same standards that we expect from our own employees.

### Private and Confidential Information

Many of us at Avangrid are entrusted with sensitive and confidential information. This information includes non-public information that could be inappropriately used by a third party or harmful to the company if disclosed. Examples of such information include personal information on our customers and employees (e.g., Social Security numbers, financial account numbers, medical and benefits information) and data related to our business (e.g., critical infrastructure, financial information, business plans, competitive bids). Many of us must utilize this information to perform legitimate work. In the wrong hands, however, such information can result in severe harm to customers, employees and the company. The Personal Data Privacy Policy provides more information on this topic and this is available at [avangrid.com](http://avangrid.com).

Information should be considered sensitive and confidential if it is not in the public domain and is the property of or entrusted to the care of the company. Such information should be kept secret and not publicized or used for personal purposes unless with the company's express authorization. Such information should also be appropriately marked as confidential, in accordance with Corporate Security's Data Asset Classification Security Rule.

Never disclose confidential information entrusted to us by the company or its customers, except when disclosure is authorized or legally mandated. The company entrusts us with this information, and we must use this information solely for its intended purpose and never for improper personal advantage or for the advantage of others. In the event an employee leaves the company, the employee is required to return all sensitive, proprietary, and confidential information in his or her possession. The obligation to keep this information confidential remains in force even after leaving the company.

Absent specific authorization, do not disclose confidential business information you have acquired during your employment with Avangrid to any outside party. Important safeguards for preventing unauthorized disclosures include:

- Not discussing confidential information with people outside the company. This includes vendors, family, and friends.
- Discussing confidential information with other employees only if they have a need to know for a valid business purpose and are authorized to receive the information.
- Taking appropriate precautions to safeguard the information, such as identifying materials as confidential and keeping them in protected locations.

Some types of information are protected by law, where unauthorized loss or disclosure may require that the company take prompt action, such as notice to the affected person or persons. Two common examples of legally protected information include a person's Social Security number and credit or debit card number. If you suspect that such a loss or disclosure has occurred, whether through inadvertent error, theft, fraud or other means, you should immediately report it to a member of our Corporate Security or Legal Services Division.

Many business areas of Avangrid are responsible for maintaining policies and rules that support our legal and ethical obligation to ensure that sensitive and confidential information is protected. Avangrid's Data Asset Classification Security Rule and **Personal Data Privacy Policy** are examples. The company conducts training and awareness aimed at helping us better understand how to protect our sensitive and confidential information.



**No Discussing Confidential Information**



**Share Need to Know Information Only**



**Safeguard Information**





### Intellectual Property and Copyright Laws

All employees must avoid infringing upon the intellectual property rights of others. A wide variety of federal and state laws protect intellectual property, which includes copyrights, trademarks, service marks, and trade secrets.

Federal copyright laws prohibit the unauthorized use, reproduction or distribution of copyrighted material. This includes copyrighted material downloaded from the internet. Copyrighted computer software must be used strictly in accordance with the applicable software license. Copyright laws include criminal provisions.

Trade secret laws prohibit misappropriation of valuable information that is not generally available to the public. In addition to creating civil liability, violation may also constitute a criminal act under certain circumstances.

Inventions and creative works that you develop in the course of your job are the sole property of the company. You are responsible for ensuring that the company receives the benefit of these innovations and developments, and assisting the company in obtaining legal protection for their exclusive use. Contact the Legal Services Division for further guidance.

## Q&A

**Q: My brother is starting a new business. I developed a computer application at the company that would really help him get started. Can I let him use the application?**

**A:** No. The computer application was developed as part of your work and is a company asset. Company assets cannot be used for personal gain or profit.



### Copyright Protection

A copyright is a legal right that protects creative works from unauthorized use, reproduction, or copying by anyone other than the holder of the copyright.

Examples of copyrightable material include software programs, professional publications, books, articles, and presentation materials. Employees are prohibited from violating copyright laws (e.g., reproducing or copying copyrighted material). Violations could include unauthorized photocopying and email distribution, as well as copying and distributing materials found on the internet or in electronic database services without a license.

**Federal laws prohibit the unauthorized use, reproduction or distribution of copyrighted material including copyrighted material downloaded from the internet.**



### Software

The company licenses computer software from a variety of outside companies and sometimes develops its own software. This software may not be reproduced unless authorized by the owner of the software. Employees are responsible for using licensed software, including “off-the-shelf” software, strictly in accordance with the terms of the underlying license agreement. Copying software for personal use or from one computer to another is prohibited unless expressly authorized by the terms of the underlying license agreement and the Information Technology Department.

If you are unsure regarding the company’s rights under a software license agreement or unsure how to obtain permission to copy software, you should contact the Information Technology Department. Reproduction or installation of software using company equipment is generally prohibited unless performed by Information Technology (both as a security matter and as a copyright issue).

### Artificial Intelligence

Avangrid is committed to the responsible, transparent, safe and reliable use of artificial intelligence systems as outlined in its Policy on the **Responsible Development and Use of Artificial Intelligence Tools**.

### Publications

The company licenses certain published materials for internal business purposes, such as various databases, news sources and images. Copying copyrighted publications without permission is strictly prohibited, except with the prior permission of the copyright holder. For further guidance on obtaining permission to reproduce copyrighted materials, or for advice on limited fair use exceptions for copyrighted materials, contact the Legal Services Division.

### Inside Information

As a publicly traded company on the New York Stock Exchange (NYSE: AGR) regulated by the U.S. Securities and Exchange Commission, Avangrid and its employees are subject to Regulation FD regarding inside information. Regulation FD governs the fair disclosure of material information and imposes remedies for when material non-public information is unintentionally disclosed.



**NYSE:  
AGR**



“Inside information” is material, non-public information in the company’s possession that, if made public, could impact Avangrid share prices, negotiable securities issued by Avangrid or related financial instruments. Only authorized persons are permitted per the Fair Disclosure Policy to communicate with investors, and any contact or questions from investors should be directed to Investor Relations. If you are unsure whether information is properly considered inside information, you should contact the Legal Services Division.

When handling inside information, employees must refrain from:

- Transacting Avangrid shares or related negotiable securities or other financial instruments based on this information.
- Providing inside information to third parties, unless in the normal course of the employee’s authorized work.
- Recommending that a third-party purchase or sell negotiable securities or financial instruments based on such information.

You must not buy or sell Avangrid stock until after the public has received such information and the stock market has had time to react to it.

If you want to buy or sell Avangrid stock and have any question as to whether or not you have inside information that would prevent you from transacting, contact the Legal Services Division.

Avangrid has adopted an Insider Trading Policy and a Fair Disclosure Policy, available at [avangrid.com](http://avangrid.com), that all employees must comply with.

Never disclose inside information to family, friends, and acquaintances. Third parties who trade Avangrid securities based on such information obtained from you may cause you to be subject to personal criminal or civil liability under the securities laws. This could occur whether or not you personally benefited from the transaction.



# Q&A



**Q:** How can I determine if a document is considered “proprietary” if it is not marked that way?

**A:** First, you should ask the person who generated the information. If they are not available, consider the nature of the information. Does it deal with company strategies, financial information, or customer/vendor information? If so, it could be proprietary and confidential. When uncertain, ask your supervisor or the Legal Services Division before disclosure.

Employees, officers, and directors of the company are prohibited from using the company’s assets or information to take advantage of business opportunities in which the company may have an interest or investment opportunity. This obligation is part of each employee’s duty of loyalty. Use of such information may be to the detriment of the company, result in conflicts of interest, violate confidentiality obligations, and otherwise damage the company’s reputation.

#### **Participating in Political and Civic Activities**

The code requires that our participation in political parties and campaigns be clearly of a personal nature and not associated with the company. The company is careful to maintain its relationships in the community and should not appear to take a position on a political issue unless under the direction of authorized senior leadership. In other words, never publicly state or imply that the company shares your political views

or that your personal political activities are conducted on behalf of, or at the direction of, the company. Employees frequently viewed as representing the company, such as senior leadership, should remember that their actions are likely to be associated with the company.

The company is subject to certain restrictions with respect to political activities and contributions and should not appear to be devoting its resources inappropriately. It is inappropriate to solicit fellow employees or use computers, facilities, office supplies, and other resources on behalf of political parties or causes in a way that implies company approval, unless appropriately authorized. Endorsements, contributions, and solicitations on behalf of the company must be authorized by executive leadership in collaboration with Government Affairs.

Avangrid has adopted a Political Education Protocol to assist employees in this area.

**The company entrusts us with this information, and we must use this information solely for its intended purpose and never for improper personal advantage.**

### Personal Political Activity and Public Office

Employees considering elective office should be sensitive to potential conflicts of interest. You may participate in political and civic activities on your own time and at your own expense. You must ensure that no conflict of interest exists between your employment and your duties in the public or civic arena. You are required to obtain prior approval from Avangrid management and the Compliance Unit for seeking such offices, subject to applicable collective bargaining agreements and/or state or local law. If you are elected to a public office, you must abstain from deliberations and actions related to the company and never use or disclose the company's confidential information. You are also expected to comply with applicable ethics-related rules and regulations related to your position.

Personal financial and in-kind contributions to political candidates, parties, or political action committees are of your own personal choice. Avangrid will not reimburse you or others for politically-related contributions. If you choose to participate in a political organization or campaign, you should make it clear that you are acting in your personal capacity.

### Media Inquiries

From time to time, representatives of the news media may directly contact employees to seek information. Generally, you should not respond to media inquiries on behalf of the company, and never provide information that is subject to confidentiality restrictions. Keep in mind that providing inaccurate or misleading information, or material forward-looking statements about Avangrid's future plans or growth, could harm the company's reputation or even violate the law (e.g., Regulation FD). Instead, we recommend that you refer all media inquiries to Corporate Communications personnel. The Corporate Communications function also manages a [24/7 media hotline – 833.Media.55](tel:833.555.5555).

People seeking authorization to photograph or videotape Avangrid offices and employees should be referred to Corporate Communications. Employees outside of Corporate Communications are generally not authorized to provide consent on behalf of the company. Corporate Communications will screen the intended use of this material and decide whether it is appropriate.

Corporate Communications manages Avangrid's 24/7 media hotline –

**833.Media.55**

and all media-related inquiries.







# Section Five

## Important Laws and Regulations

### Separation of Activities

Federal and state regulators of the energy industry have established laws and orders related to interactions between the company's regulated utilities and non-regulated affiliates. These rules are often referred to as affiliate standards or codes of conduct. The purposes of these federal and state codes of conduct are to prevent regulated utility customers from subsidizing the businesses of non-regulated affiliates and to ensure that the utilities treat affiliates and non-affiliates on equal terms when engaging in certain transactions, such as providing transmission service. Restrictions apply in numerous areas, such as sharing of certain types of information, overlapping officers and directors, and the terms and conditions of certain types of transactions among affiliates (e.g., the sale of goods and services).

Avangrid has adopted policies and procedures to ensure compliance with these codes of conduct. Avangrid also publishes an annual report on its compliance activities in this area, such as employee training. This report is available at [avangrid.com](https://www.avangrid.com). The Purchasing Procedure and the FERC Compliance policies, available on the company's intranet, are examples. Employees are expected to comply with these policies and procedures and consult their supervisors if they have any questions or concerns about a particular situation. The Legal Services Division is an additional resource for guidance, as well as the Compliance Unit.

All employees must comply with state and federal rules applicable to transactions among subsidiaries and affiliates. These restrictions include, without limitation, certain affiliate transaction Standards of Conduct, as amended, established by the Federal Regulatory Commission, the Connecticut Public Utilities Regulatory Authority, the Massachusetts Department of Public Utilities, the New York Public Service Commission, and the Maine Public Utilities Commission. Employers are responsible for knowing and applying these rules and related policies and procedures, and for seeking guidance for any questions.

**All employees must comply with state and federal rules applicable to transactions among subsidiaries and affiliates.**

## Antitrust Laws

The federal government and most state governments enforce antitrust laws intended to protect competition in a free and open market. Generally speaking, these antitrust laws prohibit agreements and collusion among market participants that unreasonably restrain competition.

Violations of the antitrust laws can lead to substantial civil liability, including fines and injunctions. Under certain circumstances, individuals can be held liable criminally, resulting in imprisonment and fines. Corporations can also be held criminally liable.

The following are examples of arrangements that may constitute violations of antitrust laws and should be avoided:

- Agreements with a competitor to fix prices or other terms and conditions for goods and services.
- Agreements to boycott specific suppliers or markets.
- Agreements to rig bids (such as in response to a request for proposals).
- Agreements to allocate customers or not compete in certain markets.
- Agreements to not compete in the employment market for certain employees.

Employees are cautioned to avoid any of these practices and to recognize that such situations are very fact-specific. If you have a question, you should contact the Avangrid Legal Services Division or seek guidance before taking action.

## Government Investigations and Litigation

From time to time, employees may receive or be served with legal documents directed at Avangrid or its employees. Examples could be subpoenas, complaints, petitions, summonses, warrants, court notices, and other notices of legal process. These legal papers often trigger obligations requiring quick compliance by the company, such as the preservation of relevant documents (e.g., a “legal hold”).

If a law enforcement officer appears at your work location to leave legal documents or to execute a warrant, immediately contact the Legal Services Division to ensure an appropriate and timely response. The company maintains policies and procedures to ensure an appropriate response, such as the Legal Services Division’s Notification Procedure Regarding Subpoenas, Notice of Investigation, and Violation. Employees should not personally accept service of such legal papers, answer questions or produce documents on behalf of the company without first clearing the matter with the Legal Services Division.

# Q&A

**Q:** I work in our networks business and one of our affiliate companies asked me for information. What should I do?

**A:** It depends on the type of information. Avangrid subsidiaries share many corporate services and there are often no issues. Some types of information, however, are highly regulated (such as non-public customer and transmission information). Avangrid maintains strict rules to protect its regulated customers. You should consult with your manager, Legal, or Compliance before proceeding.



**Q:** I think I may have sent something to an affiliate by mistake. What should I do?

**A:** Even a mistake or suspected violation should be raised with either Legal or Compliance immediately.

This restriction is not intended to prevent employees from reporting unlawful conduct to governmental agencies or otherwise cooperating with governmental agencies or entities investigating such unlawful conduct.

The company's policy is to fully cooperate with appropriate government investigations, with coordination being directed through the Legal Services Division. Employees are prohibited from altering, destroying, or concealing records and other documents with the intent of impairing or preventing their use in a legal proceeding. Such actions could result in significant personal liability.

If you become aware of any actual or potential legal action affecting the company, inform the Legal Department. In addition, notify the Legal Department of government investigations, arrests, or charges against you if they could affect your work duties (e.g., driving-related charges if you drive a company vehicle). You should be aware that currently in certain states, such as Massachusetts, California, and Illinois, you are not required to disclose relevant proceedings prior to a conviction.

### Records Management

The Avangrid Records and Information Management (RIM) program provides for the safekeeping and protecting of records, in either paper or electronic format, to ensure compliance with business, legal, compliance, and contractual requirements. Records are company assets and serve as evidence of business activities. They must be managed throughout their lifecycles, from creation to destruction, including taking appropriate action to protect their integrity and usability over time.

Each company record is identified on a record retention schedule. This schedule serves as a reference when making the decision on whether or not to keep information. Record retention schedules can be found on the Document Management SharePoint page on the company's intranet.

Preservation Notices (legal holds) issued by the Avangrid Legal Services Division suspend record retention periods. Records and information described in the notice must be held indefinitely and managed under the Legal Department's direction until the hold is lifted.



## Q&A

- Q:** I am an operations employee and work in the field all day. What do I have to do with records?
- A:** All employees deal with records on a regular basis. Documents such as time sheets, work orders and purchase orders affect the company's financial records and accounting. For example, if you sign off on a work order, whether on paper or electronically, you are creating a company record and bear responsibility for its accuracy and completeness.

**Records are company assets and serve as evidence of business activities. They must be managed throughout their lifecycles.**



If you know of an issue that could be the subject of litigation, investigation, or subpoena, you must notify Compliance Unit or the Legal Services Division immediately. You may not destroy, alter, or remove any document that may be related to that matter unless first instructed by Compliance or Legal. Employees are responsible for ensuring effective records management in their work, meaning retaining only information that is required and disposing of records after the retention period. Effective management means that we can find what we need and quickly respond to internal and external inquiries. For more information regarding the RIM program, see the Records and Information Management Rule and the Document Management SharePoint page.

### Accuracy and Integrity of Company Records

At the foundation of corporate ethics and compliance is a commitment to maintaining the accuracy and completeness of our documents and records, particularly financial records. Employees are required to maintain books, invoices, records, and accounts that accurately and fairly reflect the company's transactions. This includes the maintenance of accurate and complete time reports, expense reports, work reports, and supporting documentation. Employees are prohibited from creating false or misleading information in their records and from providing false or misleading information during an audit or investigation.



**Q:** My department is moving to a new location. I noticed that one of my co-workers was putting a box of pay stubs into the garbage. I asked him about it, and he said the records were old and the individuals no longer work for the company. Was it okay for my co-worker to throw the old pay stubs into the garbage?

**A:** No record is to be destroyed until confirmation that it is beyond its identified retention period. In addition, any record with personal information, such as account numbers, addresses, or Social Security numbers, must be destroyed in a manner consistent with Corporate Security's Information Data/Asset Rule.

## Q&A

Employees are prohibited from intentionally distorting or disguising the true nature of any transaction, particularly related to the company's accounting. If employees discover deficiencies or weaknesses in the company's internal controls related to financial reporting or any fraud involving management or other employees, they must report this information to the company's Compliance Unit.



[avangrid.com/speakup](https://avangrid.com/speakup)

## Section Six

### Compliance and Ethics Procedures

#### Ethics and Compliance Helpline

Whenever you wish to report an ethics or compliance concern or require guidance, we encourage you to speak with your direct supervisor. Other resources available to you include other managers, members of senior leadership, People and Organization and the Compliance Unit.

Another method for reporting ethical or compliance concerns and for seeking guidance and clarification is the company's Helpline. The Helpline is available toll-free and by direct online submission. The Helpline also allows you to report your concerns anonymously. Helpline calls are answered by an independent service provider and handled in a confidential manner. The Helpline is staffed 24 hours a day, seven days a week. The service provider forwards a written report for each Helpline call to the Compliance Unit for follow-up and, where necessary, further investigation.

If an investigation is required following a Helpline report, the matter will be referred to an appropriate Avangrid representative. Both during and after the investigation, the report and investigation will be kept as confidential as possible subject to legitimate business need. Those conducting the investigation will remain neutral and respect confidentiality by involving only those who must be involved. The company takes reasonable efforts to safeguard privacy. Confidentiality may be requested on a case-by-case basis by the investigator based on legitimate business reasons communicated to the individuals involved. In such cases, you should not discuss or disclose information concerning the investigation to others without authorization.

Avangrid has an open-door policy, where employees are encouraged to raise their ethics and compliance concerns.



No adverse action will be taken against any employee who makes a good-faith report of a violation. You should not, however, make a report of a malicious nature or based solely on rumor, gossip, or knowingly false information. Acts of reprisal and retaliation are prohibited and the company takes such matters very seriously. The company has procedures for how matters should be reported, handled, and investigated. You are expected to cooperate in investigations conducted by authorized individuals.

#### Waivers

Any waiver of a provision contained in this document requires the written approval of the Chief Compliance Officer. In addition, any waiver requested for an executive officer or director requires the approval of the Board of Directors or the Audit Committee of the Board of Directors and prompt disclosure to shareholders.

#### Retaliation

Speaking up is the key to the success of the Compliance Program and protecting the company. We have a “zero-tolerance” policy for retaliation against employees who report concerns in good faith. Punishment, penalties, or other retaliatory actions against an individual for reporting an ethical or compliance concern in good faith are strictly prohibited. Employees who commit such violations, as well as employees who are aware of violations and fail to report them, maybe subject to the full range of disciplinary action, up to and including termination. State and federal laws support Avangrid’s policy of speaking up, e.g., the Maine Utility Accountability Act.

**Every report made to the Helpline is taken very seriously.**

**The Helpline is for all Avangrid employees.**

**877.606.9171**

**avangrid.com/speakup**



Call the Helpline



Visit the Helpline Online



Speak to your Manager or the Ethics Team

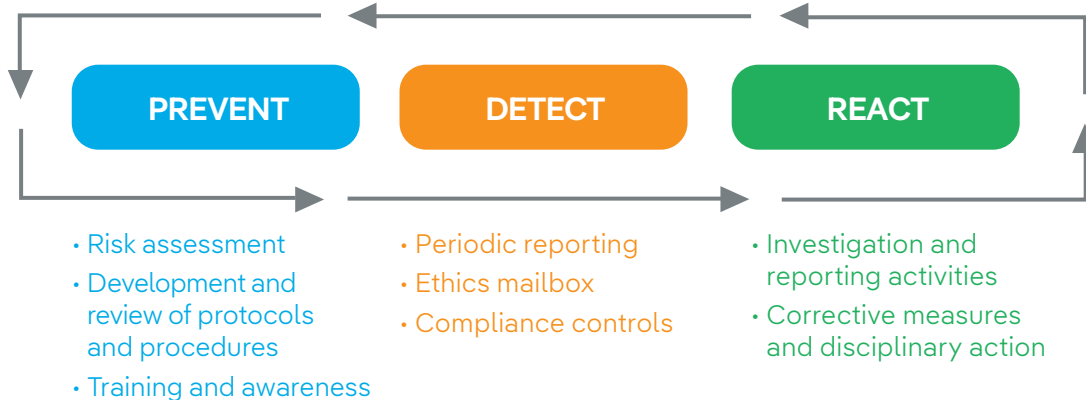


### Disciplinary Rules

No individual, regardless of his or her level or position, is authorized to commit or ask another employee to commit an illegal act or violation of the Code of Business Conduct and Ethics. In addition, no employee may justify unlawful conduct or any conduct in violation of the Code of Business Conduct and Ethics by claiming to have been following the instructions of a senior manager. Any such instructions should be reported to People and Organization (formerly known as Human Resources), to the Compliance Division or through the Helpline.

When the company has found that an employee has violated the terms of the Code of Business Conduct and Ethics, or related rules, the matter is referred to People and Organization for discipline, up to and including termination. Such measures will be determined based on applicable company policies, collective bargaining agreements, and labor laws.

### Avangrid Ethics and Compliance System





# Section Seven

## Conclusion

This Code of Business Conduct and Ethics is a collection of key principles that apply to all employees and agents of the company. The code has been adopted by our Board of Directors and reflects our commitment to adhering to the highest standards of ethics and integrity.

No code, however comprehensive, can anticipate and address every ethical situation you may encounter on the job. The code must be complemented by good judgment and common sense. That is why this code addresses the most common dilemmas faced by employees and, where necessary, refers to other resources for further information. Situations will arise where you need clarification or more information to make the right decision. You are responsible for recognizing these situations and acting accordingly.

In most cases, answers are easily accessible if you know where to look. Employees have a variety of resources to learn more about the rules and policies applicable to certain situations:

- Talk with your manager, People and Organizations (formerly Human Resources), the Compliance Division or the appropriate management area.
- Consult our Policies and Procedures. You can find the information on the company's intranet.
- Contact the Helpline:
  - 877.606.9171
  - [avangrid.com/speakup](https://avangrid.com/speakup)
- Contact the Compliance Division at [corporatecompliance@avangrid.com](mailto:corporatecompliance@avangrid.com)



Our code is available on our website. Please visit [avangrid.com](https://www.avangrid.com) to review.



**Contact Information**  
Avangrid, Inc.  
180 Marsh Hill Road  
Orange, CT 06477-3629

Visit [avangrid.com](https://www.avangrid.com) compliance policies and our code of business conduct and ethics.



### Meet our team



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**Alex Tait**  
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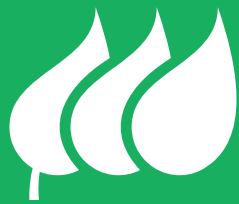


**Andrew Jacobs**  
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# Supplier Code of Business Conduct

October 2024

# A message

from Avangrid CEO Pedro Azagra

At Avangrid, we're focused on working together to build a more accessible clean energy model that promotes healthier, more sustainable communities. Fulfilling this purpose requires that we do more than just follow laws and regulations. We must also all hold ourselves to the highest ethical standards when working with our customers, shareholders, regulators, co-workers, and other stakeholders. To support these objectives and to provide guidance on how we conduct business, Avangrid has adopted a Code of Business Conduct and Ethics that is available on our public website.

Just as we hold our own employees accountable, we expect you, our suppliers, to embrace that same commitment to integrity and to conduct your business in compliance with all laws, rules and regulations. While, as a supplier, you are legally separate from Avangrid, your business practices and actions can still impact and reflect on our company and its reputation. To help you understand the expectations of how we should maintain our business relationship, this Supplier Code of Business Conduct (the code) has been established to provide guidance on what we expect from you. Further guidance is also provided within the contractual terms and conditions for our business relationship.

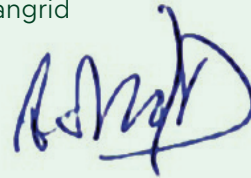
Your workforce, agents, and subcontractors must also be made aware of, and comply with, the same standards

established in this code. They should understand the terms and conditions of our agreements, and how to best report issues and concerns to us. Similarly, they should know that non-compliance will negatively alter our business relationship, and could result in termination.


In addition to complying with the code, you ask that you always contact us when you become aware of potentially unethical or illegal practices by your team or others. Only by demonstrating a clear commitment to this code, and refusing to tolerate legal and ethical violations by others will help us reach our goals. We cannot emphasize enough the importance of promptly speaking up if you see something that you believe is wrong.

Thank you for the service you provide Avangrid, our affiliates, and our customers. As one of our suppliers, you continue to be an important part of our ongoing success. We truly value your shared commitment to conducting business with integrity, honesty, and compliance with the law.

**Pedro Azagra**  
Chief Executive Officer,  
Avangrid







“ I cannot emphasize enough the importance of speaking up if you see something that you believe is wrong.



### Health and Safety

Above all, Avangrid is committed to the health, safety and well-being of all our employees, contractors and members of the public. The goods and services you provide must meet the ethical and legal standards described in this Code. This includes knowing and fully complying with all applicable laws, rules and regulations. As an Avangrid supplier, you are expected to provide and promote a safe and healthy working environment that supports accident prevention and minimizes risk

to all individuals involved in the work that you undertake for us. Promoting a safe and healthy working environment also includes taking immediate action to address and report unsafe conditions; ensuring contract workers and subcontractors are trained and knowledgeable on safety guidelines and procedures; following record retention rules; planning for emergency preparedness and response; and ensuring contract workers and subcontractors are free from the effects of alcohol and illegal drugs.

Every year since 2019, Avangrid has been designated one of the World's Most Ethical Companies® by the Ethisphere Institute, a global leader in defining and advancing standards for ethical business practices. In 2024, Avangrid was one of eight honorees in the "Energy and Utilities" category. Ethisphere also extended Avangrid's Compliance Leader Verification certification through 2024. First earned by Avangrid in 2019, this certification is awarded to companies with best-in-industry corporate compliance programs.





### Environmental Protection and Sustainability

Avangrid is committed to protecting and conserving the environment for the benefit of all our stakeholders. We want our suppliers to have a similar level of commitment to sustainability and the environment. We are committed to promoting supplier partnerships in line with U.N. Sustainable Development Goals (SDG), Goal 17. We expect you to understand the environmental issues associated with the production of goods and services that you provide, and abide by the letter and the spirit of all associated federal, state, and local environmental laws, rules, and regulations, including proper handling of all potentially hazardous or regulated materials. We also expect that you will commit to:

- Minimizing your production of hazardous air emissions through methods such as conservation and the use of clean and renewable energy sources.
- Identifying and managing substances, waste, and other materials that could present a hazard when released into the environment to ensure that they are handled, transported, stored, recycled, reused, or disposed of in a safe and compliant manner.
- Preventing deforestation and the loss of biodiversity and ensuring conservation of land and water resources.

### Anti-Corruption and Bribery

As our supplier, you and your affiliated entities are required to conduct business activities in compliance with all applicable laws, rules, and regulations. Avangrid maintains a zero-tolerance approach to any type of bribery, fraud, or corrupt practice. Consequently, we require you as our supplier not to engage in corruption, extortion, money laundering, embezzlement or bribery to obtain an unfair or improper advantage or influence. You are required to abide with all applicable anti-corruption laws, rules, and regulations, including the Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and any other applicable international anti-corruption conventions. Avangrid further requires our suppliers not to engage in activities that would violate, or cause Avangrid to violate, applicable international trade and export laws, including regulations of the Office of Foreign Assets Control (OFAC) of the U.S. Department of Treasury.

**Avangrid maintains a zero-tolerance approach to any type of bribery, fraud or corrupt practice.**





You are expected to have measures in place to protect employees, agents, and contractors against retaliation if they provide information in good faith of illegal or unethical practices. Common measures could include communicating anti-retaliation policies and maintaining helpline reporting systems that allow for anonymous complaints. As an Avangrid supplier, you may be asked to provide evidence of your internal policies and procedures related to the detection and prevention of illegal or unethical practices, including bribery and corruption. State and federal laws support Avangrid's policy of speaking up, e.g., the Maine Utility Accountability Act.

### Fair Competition and Antitrust

Avangrid is committed to both the letter and the spirit of fair competition and antitrust laws to ensure a free and open market. You are required to comply with all such laws and consult your own legal counsel. In addition, you must comply with our procedures designed to promote integrity and fair competition. Examples of prohibited conduct include (but are not limited to) agreements with a competitor to fix prices or other terms and conditions, to rig bids (such as in response to an RFP), to unfairly use confidential information, or to divide or not compete in certain markets. You must conduct your business with integrity, avoiding misrepresentation of your products and services, and those of your competitors.

### Use of Avangrid's Assets

You must use Avangrid assets for the purpose for which they were provided, complying at the same time with all contractual terms and environmental, health and safety laws and regulations. You may not use, reproduce, access, modify, download, distribute, copy or retain any works, trademarks, patents or other intellectual property belonging to or created for Avangrid. You must comply with all information protection, data security and privacy laws in connection with your work for Avangrid. You may not use information or data obtained in connection with your work Avangrid to trade the securities of Avangrid or our affiliates.



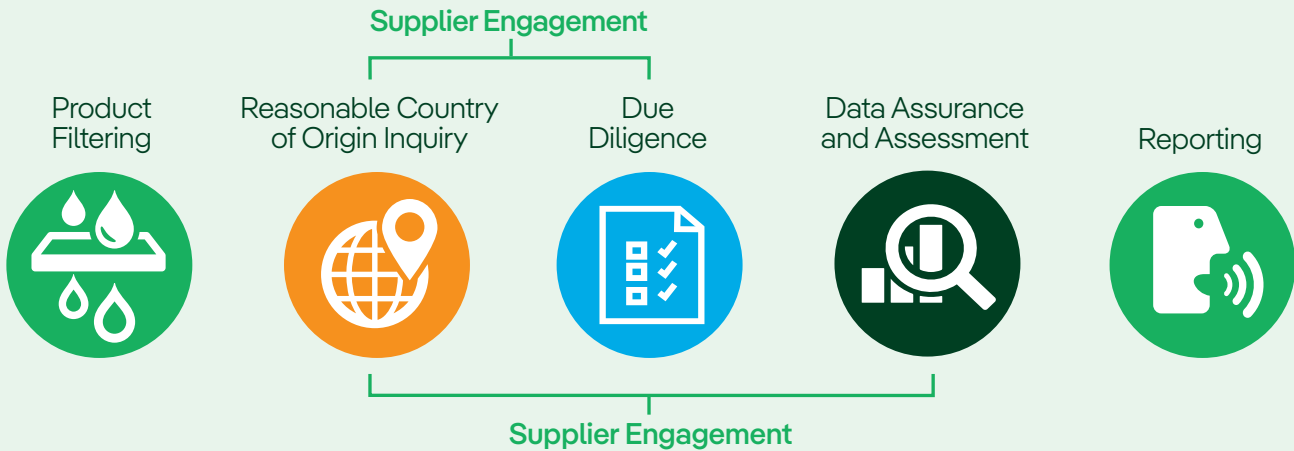


### Regulatory and Affiliate Requirements

Most of Avangrid's businesses are subject to state and federal regulatory rules and laws. When working with Avangrid and its affiliates, we expect you to understand and comply with the relevant regulatory requirements and rules. Our federal and state regulators have established clear rules that govern how transactions and information sharing can be undertaken between our state regulated network business and our unregulated Avangrid affiliates. These rules are documented in the respective Code of Business Conduct and Ethics for each Avangrid business, and you are expected to be aware of and abide by them. It is your responsibility to ask your Avangrid contact if you have questions or concerns regarding complying with these requirements.



## 5 Step Process for Conflict Minerals Compliance



### Conflict Minerals

Avangrid supports the purpose of Section 1502 of the Dodd-Frank Act relating to conflict minerals (Conflict Minerals Rule). Conflict minerals include gold, tin, tungsten, or tantalum originating from the Democratic Republic of the Congo, or an adjacent country, including recycled or scrap materials traceable to this region. We expect that you, as a supplier, have controls and policies in place to ensure that you are in compliance with the Conflict Minerals Rule and do not supply products containing conflict minerals. If you believe that conflict minerals are contained within products supplied to us, you must investigate and disclose your findings to us regarding the origin of the suspected conflict mineral.



### Respect for Human Rights

Respect for human rights is a fundamental value at Avangrid. Our approach is guided by international human rights principles in the Universal Declaration of Human Rights, the International Labor Organization's (ILO) Declaration on Fundamental Principles and Rights at Work, the United Nations Global Compact, the United Nations Guiding Principles on Business and Human Rights, and the Sustainable Development Goals approved by the member states of the United Nations.

Across the value chain, we are committed to respecting and protecting human rights. Therefore, you are expected as our supplier to comply with all applicable employment laws, rules, and regulations, including state, federal, and local laws and regulations regarding:

- Equal opportunity and non-discrimination
- Forced or compulsory labor (including slavery, use of prison labor and human trafficking)
- Migrant labor
- Child labor, including minimum hiring age limits
- Freedom of association and collective bargaining
- Fair remuneration
- Workplace harassment
- Working hours and payment of wages, including minimum wages, overtime, and social security benefits
- Health and safety
- Whistleblower protections



Additionally, we also expect you to:

- Refrain from discriminatory practices and protect the rights of ethnic minorities and indigenous peoples in the countries where you do business.
- Demonstrate courtesy, honesty, and respect for others in your dealings with Avangrid employees, agents, and other contractors. Avangrid will not tolerate behavior that might discriminate, intimidate, harass, disrupt or interfere with anyone performing work on our behalf.



### Conflicts of Interest

As an Avangrid supplier, you must avoid actual or potential conflicts of interest with Avangrid and its affiliates. Generally speaking, a conflict of interest is a situation where your personal interests, as a supplier, could directly or indirectly conflict with the best interests of Avangrid or its affiliates.

This includes having:

- a significant financial interest in another company in our industry, such as a competitor
- a family member or other close personal relative working for Avangrid or its affiliates
- access to Avangrid's proprietary information while contracting with competitors

Should an actual or potential conflict of interest arise, you are expected to immediately disclose it to your Avangrid contact.



### Gifts and Hospitality

As a supplier, you should not offer or give to Avangrid employees gifts or hospitality to that would violate our Code of Business Conduct and Ethics. Avangrid generally permits limited gifts and hospitality that will not create an appearance of obligation or favoritism. Our employees must also disclose offers of gifts and entertainment valued at more than \$100 through our Gift Registry. You may contact our Compliance Unit at [corporatecompliance@avangrid.com](mailto:corporatecompliance@avangrid.com) for guidance.

No political contributions or charitable donations or other payments will be given, offered, promised, or paid by the Supplier to any third party at the request of any Covered Party<sup>1</sup> using funds directly or indirectly obtained from Avangrid, without Avangrid's prior written approval.

<sup>1</sup> A "Covered Party" includes any official, officer, employee, or representative of any:

- Federal, state, provincial, county, or municipal state government or any department or agency thereof;
- Public international organization or any department or agency thereof;
- Company or other entity owned or controlled by any government, including state-owned, operated, or controlled utilities or other energy-related concerns; and
- Political party or party official, or any candidate running for political office.



**German Gonzalez Vecilla**  
Vice President, Chief Compliance Officer  
Avangrid, Inc.  
[german.gonzalez@avangrid.com](mailto:german.gonzalez@avangrid.com)

### Reporting Concerns

No code, however comprehensive, can anticipate and address every ethical situation you may encounter when working with Avangrid and its affiliates. This Code must be complemented by your good judgment and common sense. Situations will arise where you need clarification or more information to make the right decision. You are responsible for recognizing these situations and acting accordingly, including informing Avangrid.

Avangrid's Compliance Unit is authorized to interpret this Code and its requirements, and the Chief Compliance Officer is authorized to issue amendments or waivers.

There are many methods for you to raise concerns, questions, or non-compliance matters, including speaking directly with your Avangrid contact. Avangrid also operates an Ethics and Compliance Helpline where you have the option to report matters anonymously, if you choose.



### Avangrid Ethicspoint Helpline

Avangrid has a strict non-retaliation policy for individuals who report concerns in good faith. Punishment, penalties and all other forms of retaliatory action against individuals for reporting an ethical or compliance concern in good faith are strictly prohibited. State and federal laws support Avangrid's policy of speaking up and prohibit retaliation against employees and contractors who report concerns in good faith (e.g., the Maine Utility Accountability Act).



Visit [avangrid.com](https://www.avangrid.com) compliance policies and our code of business conduct and ethics.



Every report made to the Helpline is taken very seriously. The Helpline is for all Avangrid suppliers.

**877.606.9171**  
[avangrid.com/speakup](https://www.avangrid.com/speakup)  
[corporatecompliance@avangrid.com](mailto:corporatecompliance@avangrid.com)



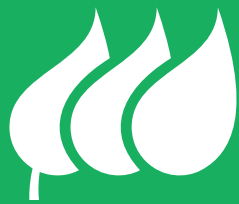
Call the Helpline



Visit the Helpline Online



Send Us an Email



# Stakeholder Engagement Policy

February 15, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Stakeholder Engagement Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy and Avangrid’s certificate of incorporation, by-laws, corporate governance guidelines and other policies pertaining to corporate governance and regulatory compliance, risk, 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 inspired by and 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 is committed to building meaningful and productive relationships with its Stakeholders and views Stakeholders as an integral part of its business operations. The purpose of this Policy is to establish the general framework for the relations of the Avangrid Group’s companies with their respective stakeholders within the framework of their activities and operations, in order to (i) engage with stakeholders through the creation of shared sustainable value, (ii) respond to legitimate interests of Stakeholders, (iii) build trust with Stakeholders to create close, long-lasting, stable and robust relationships, and (iv) contribute to maintaining the Avangrid Group’s reputation. This Policy supports the achievement of the Sustainable Development Goals (the “SDGs”) approved by the member states of the United Nations.

## 2. Avangrid’s Stakeholders

Avangrid’s Stakeholders are those individuals, groups of individuals or organizations that affect and/or could be affected by Avangrid’s activities, products or services and associated performance. Our key Stakeholders include:

- Avangrid’s people
- Customers
- Shareholders and the financial community
- Communities (including society in general, the media, and regulatory bodies)
- Members of the supply chain
- The environment

## 3. Basic Principles

To support Avangrid’s commitment to meaningfully engaging with its Stakeholders, the Avangrid Group will:

- a) act responsibly and build relationships based on ethics, integrity, sustainable development, and respect for human rights and the communities affected by the activities of the Avangrid Group.
- b) ensure transparency in relationships, and in financial and non-financial communications, sharing truthful, relevant, complete, clear, reliable and useful information.
- c) encourage the practice of active listening, encouraging effective two-way communication as well as direct, fluid, constructive, diverse, inclusive and intercultural dialogue.
- d) encourage the participation and engagement of Stakeholders in the Avangrid Group’s activities.



- e) work towards consensus with Stakeholders, especially with local communities and indigenous populations, taking their viewpoints and expectations into consideration.
- f) promote collaboration with Stakeholders to contribute to the achievement of the SDGs.
- g) seek continuous improvement, regularly reviewing Stakeholder engagement mechanisms to ensure efficient and relevant responses.
- h) establish and monitor communication channels to involve Stakeholders in Avangrid's activities.

#### **4. Responsibilities in the Management of Stakeholder Engagement**

The Avangrid Board of Directors is vested with the power to approve and supervise the overall strategy on engagement with the Stakeholders of the Avangrid Group, endeavoring to ensure the proper coordination thereof. To this end, Avangrid's Board of Directors, through the divisions and/or units that might be created for this purpose, galvanizes and coordinates the actions required to comply with this Policy, as well as to promote best practices in this area.

Pursuant to the Avangrid Group's organizational structure, inspired by the principle of subsidiarity, the head of business companies, within their purviews, are responsible for implementing the strategy regarding Stakeholder engagement, as well as maintaining direct discussion and dialogue therewith, especially those who act within the environment of the facilities of their businesses. For all of the foregoing reasons, the head of business companies shall be endowed with the resources and structure necessary for them to carry out these activities.

Avangrid may also entrust to foundations with which it has agreements the implementation of general interest and sustainable development activities, which contributes to improving relations and dialogue with its Stakeholders, without prejudice to the autonomy and independence of said foundations to achieve their purposes.

To the extent permissible under applicable law and the Governance and Sustainability System, and in order to ensure the effectiveness and efficiency of Stakeholder engagement, the Avangrid Group shall coordinate with Iberdrola, S.A., observing the provisions of the Stakeholder Engagement Policy of Iberdrola, S.A.

# **Book Three – Environment and Climate Action**

# Sustainable Development Policy

February 15, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Sustainable Development Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy and Avangrid’s certificate of incorporation, by-laws, corporate governance guidelines and other policies pertaining to corporate governance and regulatory compliance, risk, 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 inspired by and 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

This Policy establishes the basic principles and general framework of activities for the management of the Avangrid Group’s sustainable development strategy, which is comprised of three main pillars: environmental, social, and corporate governance. This Policy also provides for the incorporation of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations into the Avangrid Group’s business model and strategy and guidelines for Avangrid’s contribution to the achievement of the SDGs.

## 2. Sustainable Development Objectives

Avangrid seeks to create shared value in a sustainable manner, with a long-term vision that achieves a better future for Avangrid stakeholders and focuses on providing a high-quality service through the use of environmentally friendly energy sources and other innovations. In this respect, Avangrid strives for the sustainable development of the communities in which the Avangrid Group does business and endeavors to foster local economic development, the generation of employment, and prosperity.

In addition, the Avangrid Group is committed to:

- a) contributing to the achievement of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations with particular focus on goal seven (Affordable and Clean Energy) and goal thirteen (Climate Action);
- b) reducing the environmental impact of Avangrid Group activities and offering safe, reliable, and high-quality energy that is respectful of the environment;
- c) adopting management practices based on fostering diversity and inclusion, equal opportunity, non-discrimination, innovation, productivity, profitability, sustainability and respect for human rights;
- d) responsibly managing and controlling risk and preparing for and appropriately responding to emergencies and climate change;
- e) promoting the responsible use of energy;
- f) driving a real, global, effective, fair and inclusive energy transition working together with all stakeholders in accordance with Avangrid’s Governance and Sustainability System, including without limitation, the Human Rights Policy and the due diligence systems the Avangrid Group has implemented related to respect for human rights;



- g) proactive stakeholder engagement to encourage the contribution of all participants in the value chain and promote accessibility, inclusion, non-discrimination and diversity; and
- h) encouraging a culture of ethical behavior and transparency in our actions, with a commitment to transparency fundamental to the Avangrid Group communication strategy, which is essential to create trust and credibility with stakeholders.

### **3. General Principles of Sustainable Development**

To achieve these goals, the Avangrid Group will:

- a) comply with all applicable federal, state and local laws and regulations;
- b) support the principles of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations, the United Nations Global Compact, and other international commitments in human rights, labor practices, protection of the environment, and anti-corruption;
- c) be inspired by and build on our three specific core values set forth in the Avangrid Group's Purpose and Values and work together towards achievement of our corporate purpose to deliver a more accessible clean energy model that promotes healthier, more sustainable communities;
- d) favor free market practices and implement effective measures for the prevention, investigation, and discipline of fraudulent or illegal acts and the protection of trade secrets;
- e) adopt and comply with corporate governance best practices that are based on ethical principles, transparency and leadership; and
- f) involve all our stakeholders in our enterprise, engaging in continuous and constructive dialogue to understand and manage the impacts of our activities on our stakeholders, to understand our stakeholder's expectations of the Avangrid Group and to build strong relationships with our stakeholders in order to generate trust and a sense of belonging as an integral part of the Avangrid Group.

### **4. Sustainable Development Policies**

- a) We want to lead the creation of shared value in a sustainable manner, with a long-term vision that achieves a better future for Avangrid stakeholders without compromising present results. The fundamental principles guiding how we sustainably create shared value are set forth in the Sustainability Policy adopted by the Board of Directors.
- b) We engage relevant Avangrid stakeholders in the governance of our company, demonstrating leadership and transparency in our actions. Specifically, the Avangrid Group is committed to publicly disseminating relevant, complete, reliable, useful and timely information regarding the Avangrid Group's performance and activities in a manner that is consistent with applicable U.S. Securities and Exchange Commission rules and regulations. The principles guiding the Avangrid Group's fair disclosure of information are set forth in the Fair Disclosure Policy adopted by the Board of Directors.
- c) We believe that innovation focused on sustainable development, the promotion of renewable energy and the development of opportunities offered in digitalization, automation, and new technologies and business models is one of the Avangrid Group's principal tools for creating sustainable shared value for Avangrid's shareholders. The principles guiding the Avangrid Group's innovation efforts are set forth in the Innovation Policy adopted by the Board of Directors.
- d) We are committed to the application of good tax practices and recognize that the payment of taxes in the communities in which the Avangrid Group does business is a one way that Avangrid Group can positively contribute to such communities. The Corporate Tax Policy adopted by the Board of Directors sets forth Avangrid's corporate tax strategy and the principles guiding the Avangrid Group's tax practices.

- e) We are committed to leading in the fight against climate change and the development of clean energy. The Environmental Policy, Climate Action Policy, and Biodiversity Policy adopted by the Board of Directors sets forth the principles guiding these commitments.

## 5. Relationships with Avangrid's People

The Avangrid Group considers its people to be a key strategic asset and we place great importance on offering a diverse, safe and healthy working environment and fostering development and continuous training, work-life balance, inclusion and a sense of belonging, equal opportunity, and non-discrimination. The Avangrid Group is committed to recruiting, promoting and retaining the most qualified talent and encouraging professional growth, making our workforce participants in a successful business enterprise. These principles are further developed in the People Management Policy, the Equal Opportunity Policy, the Recruiting and Hiring Policy, Human Rights Policy, the Diversity, Equity and Inclusion Policy, and the Environmental, Health and Safety Policy, each of which is described below:

- a) We respect and acknowledge internationally recognized human rights principles and are committed to treating people with dignity and respect. We respect employees' right to associate, form or join trade unions and workers' right to collective bargaining, subject to applicable law and regulations. The Human Rights Policy adopted by the Board of Directors sets forth the principles underpinning these commitments.
- b) Our Board of Directors believes that our people are our most strategic asset and a skilled, diverse, and motivated workforce is critical to developing a successful business enterprise. Attracting talent, hiring, training, and promoting the most qualified people is essential to achieving Avangrid's strategic goals. The Recruiting and Hiring Policy adopted by the Board of Directors sets forth principles the Avangrid Group will respect in attracting, hiring, training, and promoting talent.
- c) We believe that employment relationships based on equal opportunity, non-discrimination, and respect for diversity are a strategic priority and fundamental to our competitive success. The Equal Opportunity Policy adopted by the Board of Directors articulates Avangrid's commitment to the principle of equal employment opportunity for all employees and to providing employees with a work environment free of violence, discrimination and harassment.
- d) We believe that the effective development, dissemination, sharing, and protection of our intellectual capital enhances operational efficiency through the proper use of intellectual capital and is a key element in creating sustainable value for our shareholders. The Knowledge Management Policy adopted by the Board of Directors outlines the main principles guiding the Avangrid Group in the appropriate dissemination, sharing, and protection of existing knowledge and the implementation of initiatives, procedures and tools that enable continuous learning and cultural exchange.
- e) We are committed to providing a safe and healthy work environment for all employees. The Environmental, Health and Safety Policy adopted by the Board of Directors sets forth the main principles guiding our efforts to create a safe and healthy work environment for all employees.

## 6. Relationships with Local Communities

The Avangrid Group does business in a number of different local communities. In our operations, we seek to:

- a) build strong relationships within the communities in which the Avangrid Group does business in order to generate confidence and a sense of belonging as an integral part of our company;
- b) be honest, professional, respectful, and trustworthy and act in good faith with all government and regulatory agencies;
- c) promote access to affordable energy for low income and rural communities;

- d) respect and acknowledge internationally recognized human rights principles and treat people with dignity and respect;
- e) promote employee participation in corporate volunteering programs and support the conservation of the cultural and artistic heritage of the communities in which the Avangrid Group does business;
- f) maintain a constructive and continuous dialogue with regulatory authorities based on the principles of lawfulness, transparency, fidelity, reliability, professionalism, cooperation, reciprocity and good faith, seeking to mutually understand the interests and objectives of each party, and working together to seek solutions to issues affecting the Avangrid Group;
- g) maintain relationships with the media based on informational transparency and collaboration;
- h) support initiatives that contribute to the creation of a more equal, healthy and just society such as the measures to help Avangrid people balance their responsibilities at work and their personal and family responsibilities; and
- i) collaborate on specific projects in emerging and developing countries and areas undergoing humanitarian crises and actively participate in the search for sustainable solutions for access to modern forms of energy.

## **7. Relationship with Customers**

We are committed to understanding the needs and expectations of our customers so that we can offer them better solutions within a free market, continuously working to maintain and increase satisfaction and connection to our company. In our communications with customers, we continue to:

- a) comply with the applicable laws and regulations governing communication and marketing activities and adopt best practices that to ensure transparency and truthfulness to such activities;
- b) contribute to the health and safety of our customers by complying with all applicable health and safety laws and providing training and information to customers through the Avangrid Group's corporate websites, invoices, and training and informational campaigns;
- c) provide information to customers that promotes the rational, efficient, and safe use of electricity and gas;
- d) pay attention to customers who are economically disadvantaged or in any other situation of vulnerability, establishing specific procedures of protection and collaborating in providing ongoing access to energy and gas supply according to the policies established by the competent government administrations in each case;
- e) make information regarding the services provided by the Avangrid Group in alternative formats so that it is accessible to all customers;
- f) adopt and continuously update measures to protect the confidentiality of customer data as required by applicable law and the Code of Business Conduct and Ethics;
- g) work to offer high-quality service and energy to our customers within a safe and reliable environment; and
- h) monitor the quality of the service provided to customers through various measures including, without limitation, targeted customer service efforts and surveys measuring customer satisfaction.

## **8. Relationship with Supply Chain**

We view our supply chain as strategic business partners and our supply chain plays an essential role in creating sustainable value and providing a high-quality service. We require all of our supply chain to comply with applicable law,

generally accepted ethical and social responsibility principles, and our Governance and Sustainability System. In our relationships with our supply chain, we continue to:

- a) adopt and continuously update responsible practices in the management of the supply chain;
- b) encourage pathways of open and transparent dialogue and facilitate relationships with the Avangrid Group that strengthens our supply chain's engagement and identification with the Avangrid Group; and
- c) require all participants in the supply chain to comply with the principles and values set forth in the Supplier Code of Ethics regarding business ethics and transparent management, labor practices, health and safety, the environment, the quality and safety of the products and services sold, and development of responsible practices in the supply chain, promoting strict respect for human rights, in performing its activities.

## **9. Avangrid Foundation**

A key aspect of Avangrid's commitment to sustainable development is implemented in collaboration with the Avangrid Foundation. The Avangrid Foundation is committed to supporting initiatives that enhance the quality of life where the Avangrid Group operates, with a focus on energy sustainability, the environment, art and culture, and cooperation and solidarity. The Avangrid Foundation is independent from Avangrid and is managed by the Avangrid Foundation board of directors.



# Sustainability Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Sustainability Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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 is committed to sustainable development, safety and reliability, and respect for the environment. These important values guide our strategy and actions. Ensuring an economically, socially, and environmentally sustainable future for our planet and for present and future generations is a key global challenge. Avangrid is mindful of the importance of taking firm action to address this challenge and, thus, is dedicated to continue working towards a sustainable energy model supported by lower emissions, greater energy efficiency, reasonable customer cost, and preservation of the environment. Through our actions we aim to contribute to development that meets the needs of the present without compromising the ability of future generations to meet their own needs. Avangrid is committed to contribute to the Sustainable Development Goals approved by the member states of the United Nations, focusing its efforts particularly on goal seven (Affordable and Clean Energy), goal thirteen (Climate Action) and goal fifteen (Life on Land).

This Policy has been adopted by the Board of Directors to set forth a framework for Avangrid’s actions to support sustainability.

## 2. Principles

To implement Avangrid’s commitment to sustainability, the Avangrid Group will:

- a) provide affordable energy services and improve the efficiency of the Avangrid Group energy generation and delivery services in order to meet the needs of customers for valuable energy at a reasonable cost.
- b) contribute to increasing available clean energy by continuing to focus on renewable energy. The Avangrid Group endeavours to meet the renewable energy target set forth in Avangrid’s Climate Action Policy and approved and monitored by Avangrid’s Board of Directors.
- c) focus on the safety and reliability of the Avangrid Group’s energy services. The safety of Avangrid people and the communities that the Avangrid Group serves is one of Avangrid’s highest priorities. The Board of Directors has adopted an Environmental, Health and Safety Policy, which sets forth Avangrid’s commitment to providing a safe and healthy work environment. Avangrid will continue working towards building a more reliable and robust energy system that aims to ensure the availability of our services and facilitates a rapid response in case of extraordinary circumstances.
- d) reduce the environmental impact of its activities by abiding by the principles set forth in the Environmental Policy, Biodiversity Policy, and Climate Action Policy adopted by the Board of Directors. Avangrid will promote and encourage responsible and sustainable use of energy among all Avangrid stakeholders.

- e) create shared value in a sustainable manner, with a long-term vision that achieves a better future for Avangrid people, customers, shareholders and other stakeholders without compromising present results. To this end, Avangrid maintains a robust and transparent Governance and Sustainability System that guides the Avangrid Group in efficient and effective decision-making and seeks to apply best practices in good governance and stakeholder engagement.
- f) contribute to the communities served by the Avangrid Group and to more inclusive and equitable economic growth. The Avangrid Group works to increase access to energy services paying special attention to the needs of low income customers. The Avangrid Group actively supports local causes that contribute to the sustainable development of those communities and seeks to implement programs to reach those in need.

# Environmental Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Environmental Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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 is committed to sustainable development and respect for the environment and these important values guide our strategy and actions. Developing a sustainable energy model supported by lower emissions, greater energy efficiency and preservation of the environment is essential for sustainable development. Avangrid supports goal six (Clean Water and Sanitation), goal seven (Affordable and Clean Energy), goal twelve (Responsible Consumption and Production), goal thirteen (Climate Action), goal fourteen (Life below Water), goal fifteen (Life on Land), goal sixteen (Peace, Justice and Strong Institutions), and goal seventeen (Partnerships for the Goals) of the Sustainable Development Goals approved by the member states of the United Nations. Avangrid, as a leading energy company, recognizes the importance of environmental protection, the prevention of pollution, and the company’s responsibility to take action to protect the environment. In order to achieve its commitment to nature and the environment and to promote environmental sustainability and respect for nature, Avangrid is working on three priority lines of action: climate action; protection of biodiversity; and circular economy. The Board of Directors has adopted this Policy to set forth a framework for these actions. In addition to this Policy, the Board of Directors has adopted a Biodiversity Policy and a Climate Action Policy to guide Avangrid’s commitment to respect for the environment.

## 2. Principles

To achieve Avangrid’s goals on environmental protection, the Avangrid Group shall:

- a) comply with applicable environmental laws, regulations and standards, attempt to anticipate compliance with new environmental requirements and implement industry best practices on environmental protection;
- b) develop a sustainable model that is respectful of nature, biodiversity and historical and artistic heritage;
- c) assess, on an ongoing basis, the impact of environmental conditions on the Avangrid Group facilities;
- d) review and update, as needed, the mechanisms used by the Avangrid Group to reduce environmental risks and the environmental impacts of the Avangrid Group activities. The Avangrid Group will take actions aimed to prevent environmental incidents and to mitigate, or when required, to remediate, adverse environmental impacts;
- e) contribute to a sustainable energy model and focus on innovation and the pursuit of efficiencies to ensure that environmental protection is compatible with meeting energy needs and sustainable growth;
- f) improve the circularity of its activities and those of its supply chain, integrating the life cycle and circular economy approach to the management thereof, including the eco-design of infrastructures, and analysis of technology life cycle, as well as promotion of the use of recycled materials;

- g) use natural resources (i.e., land, energy sources, water and raw materials) responsibly and sustainably. Whenever possible, the Avangrid Group will use renewable resources and actively promote and encourage responsible and sustainable use of natural resources by Avangrid stakeholders;
- h) manage hazardous and non-hazardous waste responsibly;
- i) make rational and sustainable use of water, managing the risks relating to water scarcity, improving water quality through reducing discharges and managing effluents, and ensuring that water used is returned to the environment in the desired condition;
- j) consider potential environmental impacts as part of the investment decision-making processes, planning and execution activities including promoting the incorporation of environmental considerations in cost-benefit analyses;
- k) establish and maintain an environmental management system that focuses on the reduction of environmental risks, improvements in the management of resources, and optimization of investments. Avangrid's environmental management system may, among other things, address:
  - (i) efforts to identify, assess and reduce adverse environmental impacts of the activities of the Avangrid Group,
  - (ii) environmental training for employees,
  - (iii) environmental objectives and criteria to monitor accomplishment of the objectives,
  - (iv) environmental programs designed to reduce environmental risks and impacts, and
  - (v) monitoring and assessment of environmental performance;
- l) identify and work to incorporate into the activities of the Avangrid Group best available techniques and practices for energy generation and delivery from an environmental standpoint;
- m) foster, participate and undertake research, development and innovation activities that address environmental challenges and best environmental practices;
- n) conserve, protect and promote the development and growth of natural heritage;
- o) establish mechanisms and indicators to measure environmental performance that produce meaningful information that can be used effectively in business decision-making processes;
- p) encourage the supply chain, contractors and others doing business with the Avangrid Group to adopt policies consistent with those adopted by Avangrid. The Avangrid Group shall consider environmental performance when selecting supply chain members, contractors and other service providers;
- q) establish a constructive dialogue with governmental agencies, non-profit organizations, local communities and other stakeholders on environmental protection matters to:
  - (i) understand each party's concerns and environmental objectives,
  - (ii) work jointly to address environmental challenges, and
  - (iii) contribute to the development of effective environmental public policies that are also economically efficient;
- r) report transparently on environmental risks, environmental performance and environmental protection-related actions.



# Climate Action Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Climate Action Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

Climate change is a serious threat and one of the most significant challenges of the 21st century. Scientific evidence shows that greenhouse gas emissions have accelerated global warming and that action to address climate change must occur. Avangrid is committed to the fight against climate change. The Board of Directors, upon the recommendation of the Governance and Sustainability Committee, reviews and approves Avangrid’s environmental, social and governance goals including, without limitation, Avangrid’s goals related to climate change. This commitment is aligned with the Paris Agreement as well as goal seven (Affordable and Clean Energy) and goal thirteen (Climate Action) of the Sustainable Development Goals approved by the member states of the United Nations. Avangrid seeks to contribute actively and decisively to a low-carbon and sustainable future, delivering clean, low emission energy, minimizing the environmental impact of our activities and supporting and promoting actions that address climate change. Such efforts must be compatible with social and economic growth. This Policy sets the framework for Avangrid’s actions to fight climate change.

## 2. Principles

To implement Avangrid’s commitment to leadership in the fight against climate change, Avangrid will:

- a) target carbon neutrality for Scope 1 and Scope 2<sup>1</sup> greenhouse gas emissions by the year 2030, compared to a year 2020 baseline<sup>2</sup>;
- b) continue to focus on renewable energy, targeting an increase in renewables installed capacity of more than 65% by the year 2025 compared to a year 2015 baseline;
- c) contribute to the electrification of the economy, maintain leadership in renewable energy and continue with investment and operation of smart grids, which allow for strong integration of renewable energy and promote efficiencies in generation, transmission, and energy usage;

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<sup>1</sup> Scope 1 emissions include all direct greenhouse gas emissions from sources owned or controlled by Avangrid. Scope 2 emissions include indirect energy purchased, as well as network losses. Greenhouse gases include carbon dioxide (CO<sub>2</sub>), Sulfur hexafluoride (SF<sub>6</sub>), and methane (CH<sub>4</sub>).

<sup>2</sup> Avangrid undertakes its best efforts to achieve this commitment. Avangrid therefore reserves the ability to adjust its planning to successfully perform in significant material aspects, such as the company value, quality of supply, social/labor conditions, and a fair transition.

- d) support innovation, initiatives, and legislative and regulatory actions that support balanced electrification of consumer energy uses (including, among other things, electric vehicles, railway electrification, and heating systems) that contribute to the decarbonization of the economy;
- e) integrate climate science and adaptation and resilience standards, as well as technical improvements, in the design, construction and management of energy generation, storage and distribution networks and infrastructure in order to reduce or avoid the potential impacts of climate change on their functionality and enable Avangrid to adapt to changes in energy demand caused by climate change;
- f) regularly review Avangrid's greenhouse gas emissions inventory and continue to establish and improve control and monitoring mechanisms;
- g) analyse the risks and opportunities for Avangrid arising from climate change and regularly review and disseminate information regarding Avangrid's actions contributing to the fight against climate change;
- h) actively promote and encourage efficient and responsible use of energy by Avangrid stakeholders;
- i) raise awareness and promote training and education on climate change and the social problems related thereto, and encourage contractors to adopt climate change policies consistent with the principles contained in this Policy;
- j) foster, participate and undertake research, development and innovation activities that address climate change;
- k) maintain a constructive dialogue with Avangrid stakeholders to raise awareness about the importance of taking measures to reduce greenhouse gas emissions and fighting climate change; and
- l) publicly and transparently support the public policies and strategies that address climate change and deal in a coordinated and consistent manner with the social problems relating to climate change.

# Biodiversity Policy

September 26, 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 for its shareholders. Avangrid is a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Biodiversity Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 “Corporate Governance System”) form the framework of governance of Avangrid and its subsidiaries (collectively, the “Avangrid Group”). Avangrid’s Corporate Governance System is inspired by and 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 is committed to sustainable development and respect for the environment and these important values guide our strategy and actions. Preserving ecosystems and biological diversity is an essential condition for sustainable development and for a sustainable energy model. Loss of biodiversity and ecosystem degradation is rapidly taking place, leading to serious environmental, economic and social risks. Avangrid recognizes the seriousness of these risks and the company’s responsibility, as a leading energy company, to take actions for biodiversity conservation that go beyond mitigation and damage containment strategies. Avangrid’s commitment is aligned with the 2022 Kunming-Montreal Global Diversity Framework targets and contributes to achievement of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations. This Policy has been adopted by the Board of Directors to set forth a framework for Avangrid’s actions to support and preserve biodiversity and contributes to achievement of goals six (Clean Water and Sanitation), thirteen (Climate Action), fourteen (Life Below Water), fifteen (Life on Land), and seventeen (Partnership for the Goals)

## 2. Principles

To support Avangrid’s commitment to biodiversity conservation, the Avangrid Group shall:

- a) integrate biodiversity preservation into the strategy of the Avangrid Group including consideration and monitoring biodiversity impacts when developing, operating or decommissioning infrastructure projects, including transmission lines and wind farms;
- b) avoid or reduce deforestation associated with Avangrid Group activities and its supply chain;
- c) follow a preventive approach that minimizes the impacts of new infrastructure on biodiversity, and incorporate this preventive approach on environmental impact assessments for new infrastructure, particularly on those that affect protected or key biodiversity areas. The Avangrid Group will also consult with experts and relevant stakeholder groups and follow best practices that minimize impact on biodiversity;
- d) evaluate projects to align with the “do no significant harm” to biodiversity requirement established by the EU Taxonomy Regulation;
- e) promote biodiversity offsets and natural capital restoration for impacts caused by the activities of the Avangrid Group;
- f) integrate biodiversity into Avangrid’s environmental management systems, as applicable, and establish biodiversity objectives and criteria to monitor the accomplishment of the objectives;
- g) protect species and habitats through positive conservation management with a particular focus on protecting the diversity and habitats of vulnerable wildlife species;
- h) release information on Avangrid’s biodiversity related actions and on the location of facilities in protected areas;

- i) raise awareness on biodiversity loss, biodiversity conservation, and the protection of and respect for animals among Avangrid's employees and contractors; and
- j) participate in research, preservation, educational and awareness programs and collaborate with governmental agencies, non-profit organizations, local communities, and other stakeholders on biodiversity issues including, without limitation, those relating to the fight against abandonment, violence, mistreatment, abuse and the illegal trafficking of animals.



# Book Four – Social Commitment

# Human Rights Policy

October 15, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Human Rights Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

Respect for human rights is fundamental to the sustainability of the Avangrid Group and the communities in which we operate. We are committed to ensuring that people are treated with dignity and respect. We recognize that governments are ultimately responsible for establishing the legal framework to protect human rights within their jurisdictions. Central to our respect for human rights is our commitment to the rule of law and to compliance with the law wherever we operate. We expect our business partners, both internal and external, to have the same commitment. This policy is guided by, consistent with, and reflects the international human rights principles encompassed in the Universal Declaration of Human Rights, the International Labor Organization’s (“ILO”) Declaration on Fundamental Principles and Rights at Work, the United Nations Global Compact, the United Nations Guiding Principles on Business and Human Rights, the Children’s Rights and Business Principles, and the Sustainable Development Goals (SDGs) approved by the member states of the United Nations.

## 2. Principles

- a) We respect and abide by internationally recognized human rights principles and are committed to treating people with dignity and respect, refraining from discriminatory practices, and protecting the rights of children, ethnic minorities, indigenous peoples, immigrants, migrant workers, and local communities.
- b) We respect employees’ rights to associate, form or join trade unions and workers’ rights to collective bargaining, subject to applicable law and regulations.
- c) As part of our commitment to human rights, we have established internal and external mechanisms to help identify, prevent, and mitigate adverse human rights impacts resulting from or caused by our business activities. In addition, Avangrid will continue to look for ways to promote and advance human rights within our sphere of influence.
- d) We prohibit the use of child labor, forced labor, prison labor, slavery, human trafficking, and any other form of modern slavery.
- e) We are committed to treating all of our employees with respect and dignity and cultivating inclusive diversity in the workplace. Our Governance and Sustainability System adheres to all applicable domestic laws and is consistent with the United Nations Guiding Principles on Business and Human Rights and the ILO core labor principles concerning freedom of association and collective bargaining, nondiscrimination, forced labor, and underage workers in the workplace. Our employees are paid at least the minimum legal wage or, where no wage law exists, the local industry standard.
- f) We recognize that we are part of a broader community wherever we operate. In the communities where we operate, we believe that engaging stakeholders—including those from more at-risk populations—is fundamental to our

respect for human rights. Where practical, we are committed to dialogue and engagement with all relevant parties in an effort to understand, assess and address areas of concern as appropriate.

- g) We maintain an Environmental, Health and Safety Policy. We are committed to providing a safe and healthy workplace and complying with applicable safety and health laws, regulations and internal requirements.
- h) We are committed to maintaining a workplace that is free from violence, harassment, intimidation, and other unsafe or disruptive conditions due to internal and external threats. Security safeguards for employees are provided as needed and will be maintained with respect for employee privacy and dignity.
- i) Training is an important part of effective human rights practices. We continue to work to build awareness about our human rights policies and procedures and report on our progress in our Sustainability Report.
- j) In addition, we have adopted measures to detect human rights violations and, where appropriate, report such violations to the competent government authorities.
- k) All of the members of our supply chain are required to abide by the Supplier Code of Ethics, pursuant to which they (i) are prohibited from using forced labor, prison labor, child labor, slavery, and human trafficking and must develop the necessary measures to eliminate and prevent the use of forced labor; (ii) must adhere to all applicable domestic laws and are consistent with the United Nations Guiding Principles on Business and Human Rights and the ILO core labor principles concerning freedom of association and collective bargaining, nondiscrimination, forced labor and underage workers in the workplace; and (iii) must refrain from engaging in discriminatory practices and treat all their employees in a manner that respects human rights.
- l) We endeavor to create workplaces in which open and honest communication among all employees is valued and respected. If you believe that a conflict arises between the language of the Policy and the laws, customs and practices of the place where you work, if you have questions about this Policy, or if you would like to report a potential violation of this Policy, you should raise those questions and concerns through existing processes, which make every effort to maintain confidentiality. You may ask questions or report potential violations to your direct supervisor, members of senior management, People and Organization, or the Compliance Division. Employees can also report suspected violations through the Helpline secured website at [www.ethicspoint.com](http://www.ethicspoint.com) or by calling 887-606-9171. No reprisal or retaliatory action will be taken against any employee for raising concerns under this Policy in good faith.
- m) We are committed to investigating, addressing and responding to the concerns of employees and to taking appropriate corrective action in response to any violation.
- n) The Board of Directors, through the Governance and Sustainability Committee, will oversee implementation of and compliance with this Policy by the Avangrid Group and the Governance and Sustainability Committee will regularly report to the Board of Directors, providing periodic information on the measures and procedures adopted within the Avangrid Group to implement and monitor the provisions of this Policy.

# People Management Policy

October 15, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this People Management Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

The Board of Directors considers its employees to be Avangrid’s most strategic asset. Avangrid cares for all employees of the Avangrid Group and endeavors to offer its employees a good, safe working environment based on equal opportunity that cultivates diversity, inclusion, professional development, and work-life balance. This Policy sets forth the main principles of a people management model that enables the Avangrid Group to recruit, promote, and retain talent, encourages the personal and professional growth of its workforce, empowers all employees to share in the Avangrid Group’s success while furthering Avangrid’s strategic objectives, and contributes to the achievement of goal eight (Decent Work and Economic Growth) of the Sustainable Development Goals approved by the member states of the United Nations.

## 2. Principles

In the management of its people, Avangrid will:

- a) establish an appropriate framework of employee relations and measures that enable the Avangrid Group to operate pursuant to corporate and social requirements while promoting its strategic objectives;
- b) develop consistent people management processes that promote Avangrid’s unique business culture in all companies of the Avangrid Group, while respecting and complying with all applicable laws and regulations;
- c) conduct employee relations based on equal opportunity, non-discrimination, and respect for diversity and promote a positive working environment that facilitates inclusion, work and non-work/life balance, and respect for employees’ personal lives by fostering appropriate levels of digital connection to and disconnection from work responsibilities;
- d) establish competitive rewards programs that enable the Avangrid Group to recruit, hire, and promote the most qualified candidates and foster balance between work and non-work/life demands;
- e) appreciate the contribution of all employees to the Avangrid Group’s successful business enterprise;
- f) establish measures to ensure that employees with family and personal connections to the Avangrid Group are not favored or discriminated against in the hiring and promotion processes while ensuring that the principle of equal opportunity is respected; and
- g) throughout the talent recruitment, selection, hiring, and promotion process, ensure that all Avangrid Group employees act in an ethical, honest and professional manner and comply with all applicable laws, regulations and policies, including, without limitation, the Code of Business Conduct and Ethics.



### 3. Key Achievements

In order to achieve these objectives, Avangrid has:

- a) adopted a Recruiting and Hiring Policy setting forth the main principles guiding the Avangrid Group's practices with respect to recruiting, hiring, training and promotion;
- b) adopted an Equal Opportunity Policy, Sexual and Other Unlawful Harassment/Anti-discrimination Prevention Policy, and Diversity, Equity and Inclusion Policy articulating Avangrid's commitment to cultivating inclusive diversity and the principles of equal employment opportunity for all employees and providing employees with a work environment free of violence, discrimination and harassment;
- c) adopted an Environmental, Health and Safety Policy setting forth the main principles guiding the Avangrid Group's efforts to create a safe and healthy work environment for all employees;
- d) adopted a Knowledge Management Policy setting forth the main principles guiding the Avangrid Group's knowledge management, including, without limitation, the dissemination, sharing, and protection of existing knowledge and implementation of initiatives, procedures and tools that enable continuous learning and innovation;
- e) established Avangrid's People and Organization Division, which provides consistent guidelines for the management of the Avangrid Group's employees and implements and monitors people management policies and procedures across the Avangrid Group;
- f) established channels of dialogue and communication with employees such as committees or subcommittees with employee members, employment climate surveys, meetings with senior management, employee meetings, and Avangrid's internal and external websites;
- g) implemented measures that enable employee participation in international mobility programs, which foster the exchange of experiences, knowledge and culture, professional development, and talent retention;
- h) established employee training and other wellness programs that foster inclusive diversity and personal and professional growth; and
- i) established a group-wide environmental, health and safety system that reflects environmental, health and safety best practices, complies with and seeks to exceed all applicable health and safety requirements, and seeks continuous improvement.

### 4. Principles of Ethical Conduct

The Board of Directors has approved a Code of Business Conduct and Ethics that sets forth the principles of conduct required of all directors, officers and other employees of the Avangrid Group, regardless of job category or geographic or functional location. The Compliance Unit is responsible for promoting awareness of and ensuring compliance with the Code of Business Conduct and Ethics. The Compliance Unit resolves questions regarding the content, interpretation and application of the Code of Business Conduct and Ethics. The Compliance Unit also investigates complaints received concerning potential violations and works with other management groups to recommend remediation. The Compliance Unit maintains independence from management, reporting directly to the Governance and Sustainability Committee of Avangrid's Board of Directors.

### 5. Corporate Volunteering

The Avangrid Group is committed to seeking sustainable development in the communities in which it does business and has developed a corporate volunteering program promoting employee participation in volunteer actions to put into practice the Purpose and Values of the Avangrid Group. These programs (a) contribute to social well-being and community service; (b) strengthen a sense of belonging to the Avangrid Group; and (c) promote the values of participation, commitment, responsibility, and teamwork.

# Equal Opportunity Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Equal Opportunity Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

The employees of the Avangrid Group represent a talented and diverse workforce. The Board of Directors believes that employment relationships based on equal opportunity, non-discrimination, and respect for inclusive diversity are critical to sustainable development and our success. This Policy articulates Avangrid’s commitment to the principle of equal employment opportunity for all employees and to providing employees with a work environment free from discrimination and harassment. This Policy contributes to the achievement of goal five (Gender Equality) and goal eight (Decent Work and Economic Growth) of the Sustainable Development Goals approved by the member states of the United Nations. Avangrid’s Human Resources Division has responsibility for implementing and monitoring compliance with this Policy.

## 2. Principles

- a) Avangrid is committed to maintaining a work environment free from all forms of unlawful discrimination and harassment.
- b) Avangrid prohibits discrimination and harassment against any employee or applicant based on race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law.
- c) Avangrid recruits, hires, trains and promotes into all job levels employees and applicants for employment without regard to race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law.
- d) All other personnel programs such as compensation, benefits, transfers, layoff, return from layoff, training, education, tuition assistance, and social and recreational programs are administered without regard to race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law.
- e) Avangrid is committed to implementing measures to help employees balance their responsibilities at work and their personal and family responsibilities and appropriate digital disconnection from work responsibilities including, but not limited to, measures intended to foster respect for personal and family responsibilities and, when possible, avoiding professional communications outside of working hours.
- f) Avangrid Group suppliers shall not discriminate based on race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability,

genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law. Avangrid will consider suppliers' internal policies and practices with respect to equality, equal opportunity and work-life balance as part of the selection and engagement process.

- g) Avangrid will collaborate with educational institutions to encourage the presence of individuals from underrepresented groups in the workforce and training programs.
- h) Avangrid has established measures regarding hostile, offensive and intimidating conduct including policies and procedures prohibiting harassment, whether based on race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law and specific programs that support victims of domestic violence.
- i) Avangrid has a "zero tolerance" policy for retaliation against employees who report discrimination or harassment in good faith; punishment, penalties and all other forms of retaliatory action are strictly prohibited.

# Diversity, Equity and Inclusion Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Diversity, Equity and Inclusion Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

The Board of Directors considers its employees to be Avangrid’s most strategic asset and that employment relationships based on equal opportunity, non-discrimination, and respect for inclusive diversity are critical to creating shared value for its employees, customers, shareholders, and other stakeholders. This Policy articulates Avangrid’s commitment to creating a diverse and inclusive work environment free from discrimination and harassment. This Policy contributes to the achievement of goal five (Gender Equality) and goal eight (Decent Work and Economic Growth) of the Sustainable Development Goals approved by the member states of the United Nations. Avangrid has a “zero tolerance” policy for retaliation against employees who report discrimination or harassment in good faith; punishment, penalties and all other forms of retaliatory action are strictly prohibited.

## 2. Definitions

**Diversity** is the collective mixture of differences and similarities that includes individual and organizational characteristics, values, beliefs, experiences, backgrounds, preferences and behaviors.

**Equity** seeks to ensure fair treatment and equality of opportunity. We are committed to a policy of equal opportunity for all persons and do not discriminate on the basis of race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status, or any other status protected by federal, state or local law.

**Inclusion** is the achievement of a work environment in which differences between individuals are valued and all individuals are treated fairly and respectfully, have equal access to opportunities and resources, and can contribute fully to the organization’s success and reach their full potential. Inclusion is a conscious strategy that focuses on developing the structures, systems, processes and culture that generate respect for the individual characteristics of all people within the organization, while also making them feel valued and part of a group or community.

## 3. Principles

In furtherance of Avangrid’s commitment to diversity, equity and inclusion, the following principles will guide the Avangrid Group’s Board of Directors, management, employees, subcontractors, and partners in fostering an inclusive culture:

- a) Maintain a work environment free from workplace violence and maintain a work environment free from all forms of unlawful discrimination and harassment. Discrimination and harassment based on race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status,



physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law is strictly prohibited.

- b) Recruit, hire, train, and promote into all job levels, employees and applicants for employment without regard to race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law.
- c) Maintain and administer personnel programs such as compensation, benefits, transfers, layoff, return from layoff, training, education, tuition assistance, and social and recreational programs without regard to race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law.
- d) Implement measures to help employees balance their responsibilities at work and their personal and family responsibilities and appropriate digital disconnection from work responsibilities including, but not limited to, measures intended to foster respect for personal and family responsibilities and, when possible, avoiding professional communications outside of working hours.
- e) Promote the contribution of the knowledge, experiences and abilities of Avangrid Group's employees, regardless of any personal or social conditions or circumstances and support our employees in reaching their full potential by offering appropriate internal and external training, learning and development opportunities.
- f) Provide training and leadership programs for our employees that highlight and promote Avangrid's commitment to creating an inclusive and diverse work environment, improve understanding of behaviors that can be perceived as discriminatory, exclusionary, and/or harassing, and increase knowledge of the safe avenues for employees to report such behaviors.
- g) Facilitate mobility and collaboration within the organization to create multicultural networks of contacts and teams that share knowledge and best practices and promote inclusive diversity.
- h) Encourage the use of inclusive language in the Avangrid Group's internal and external corporate communications and promote awareness of the Avangrid Group's commitment to creating an inclusive and diverse work environment.
- i) Respect employees' right to associate, form or join trade unions and workers' right to collective bargaining, subject to applicable law and regulations.
- j) Ensure that the artificial intelligence systems used in the selection, hiring, management of employee relations, training and promotion of professionals, as applicable, are developed and used in a way that promotes equity, discourages unlawful discrimination, and provides for adequate tracking and transparency ensuring that users are aware they are communicating or interacting with an artificial intelligence system to the extent required by, and in accordance with, applicable law.

# Recruiting and Hiring Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Recruiting and Hiring Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

The Board of Directors believes that our employees are our most strategic asset and that a skilled, diverse, and motivated workforce is critical to developing a successful business enterprise. Recruiting, hiring, training, and promoting the most qualified people is essential to achieving Avangrid’s strategic goals. This Policy contributes to the achievement of goal five (Gender Equality) and goal eight (Decent Work and Economic Growth) of the Sustainable Development Goals approved by the member states of the United Nations.

## 2. Principles

To achieve these goals, Avangrid will:

- a) employ standard recruiting and hiring procedures for use within the Avangrid Group that:
  - i) articulate Avangrid’s policy to recruit, hire, train, and promote without regard to race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law;
  - ii) enable the identification, hire, and promotion of the most qualified candidates by prohibiting discriminatory employment practices and ensuring that all employment decisions are based on individual merit, qualifications, and competence as they relate to the particular position, and promote the principle of equal employment opportunity; and
  - iii) comply with applicable federal, state and local laws and regulations.
- b) recruit and hire the most qualified individuals by providing competitive rewards programs and a safe, inclusively diverse, positive and collaborative work environment that promotes balance between work and non-work/life demands; and
- c) implement measures to promote equal opportunity and ensure that the recruitment, hiring, training, development, and promotion processes are objective, impartial, and avoid participation by employees with family or other personal relationships with a particular candidate.

# Knowledge Management Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Knowledge Management Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

The effective development, dissemination, sharing, and protection of Avangrid’s intellectual capital enhances operational efficiency and is a key element in creating sustainable value for Avangrid’s shareholders. As part of the Avangrid Group’s efforts to implement best practices in knowledge management, this Policy sets forth the main principles that will guide the Avangrid Group in the appropriate dissemination, sharing and protection of existing knowledge and the implementation of initiatives, procedures and tools that enable its directors, officers and employees to benefit from the continuous learning and cultural exchange opportunities available to all companies controlled by Iberdrola, S.A.

## 2. Principles

To achieve these goals, the Avangrid Group will endeavor to:

- a) identify the existing knowledge held by each person and working group within the Avangrid Group and promote the further development of such diverse knowledge in an inclusive manner. To the extent strategically beneficial and permitted by applicable law, the Avangrid Group will make existing and newly developed knowledge accessible to all other members of the Avangrid Group in order to maximize operational efficiency;
- b) integrate the Avangrid Group’s tangible and intangible assets in order to create an intelligent organizational structure that rewards continuous learning, innovation, and digital transformation, to the extent strategically beneficial and permitted by applicable law;
- c) align knowledge management with the competencies and requirements set out in the Avangrid Group’s strategy;
- d) develop standard systems of knowledge management, identification, and protection across the Avangrid Group that streamlines the proper dissemination and sharing of knowledge within the Avangrid Group, enhances operational efficiencies, and fosters diversity and inclusion. This will include identifying, developing and implementing the resources necessary to foster knowledge sharing to the greatest extent possible through efficient internal dissemination and training; where appropriate, creating and enhancing organizational networks throughout the Avangrid Group; and enhancing the cohesion of existing working groups and teams;
- e) evaluate the existing knowledge within the Avangrid Group in a consistent manner so that the Board of Directors and, where appropriate, management, can assess the effectiveness of the initiatives implemented under this Policy, make changes and improvements where necessary, and promote new innovations in knowledge management;
- f) respect the intellectual and intangible property rights of third parties in the knowledge management of the Avangrid Group; and
- g) preserve the financial value that knowledge and business information represent to the Avangrid Group.

# Environmental, Health & Safety Policy

October 18, 2023

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 a member of the companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Environmental, Health and Safety Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy and Avangrid’s certificate of incorporation, by-laws, corporate governance guidelines and other policies pertaining to corporate governance and regulatory compliance, risk, 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 inspired by and 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

The Avangrid Group works together towards achievement of our corporate purpose to deliver a more accessible clean energy model that promotes healthier, more sustainable communities. The Board of Directors considers the employees of the Avangrid Group to be Avangrid’s most strategic asset and one of our greatest resources. Environmental, health and safety (“EHS”) management is central to our core values and the responsible management of EHS is a foundation of our continued success. The Avangrid Group seeks to be a leader in EHS management by fostering a culture where healthy lifestyles are encouraged at work and at home. This Policy sets forth principles to guide EHS efforts across the Avangrid Group and reflects Avangrid’s commitment to achievement of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations, including, without limitation, goal three (Good Health and Well-Being), goal eight (Decent Work and Economic Growth), and goal thirteen (Climate Action).

## 2. Principles

To achieve Avangrid’s EHS management commitments and goals, the Avangrid Group will:

- a) strive to eliminate recognized hazards and environmental impacts in the workplace;
- b) limit exposure to EHS risks;
- c) limit pollution and reduce the use of hazardous materials throughout the lifecycle of equipment and installations;
- d) comply with or exceed all applicable local, state and federal regulatory requirements and work to ensure a safe and healthy work environment for all employees and contractors; and
- e) seek continuous improvement of our EHS system and encourage Avangrid personnel to review events and opportunities in order to reduce incidents and empower employees to take action to control risks.

## 3. EHS Policies and Procedures

The Avangrid Group encourages a culture of shared responsibility at all levels of the organization and within each individual employee including, without limitation, the executive team and management, the bargaining units, and contractors. Speaking up is the key to the effectiveness of an EHS management system and ensuring a safe and healthy work environment for all employees and contractors. Avangrid encourages employees to raise concerns regarding EHS and does not permit retaliation against employees who report such concerns in good faith. The Avangrid Group has implemented an integrated EHS management system based upon internationally recognized standards and principles including ISO 45001 and ISO 14001.



The Avangrid Group has adopted an EHS manual, which defines the policy, context of the organization, procedures and objectives related to EHS management. The EHS manual also establishes the roles and responsibilities for individuals and positions, as well as secures resources for the implementation and maintenance of the EHS management system. The EHS manual is reviewed annually for opportunities for continuous improvement to ensure that it reinforces the Avangrid Group's Purpose and Values and commitment to contributing to the achievement of the Sustainable Development Goals approved by the member states of the United Nations.

#### **4. EHS Management System**

The Avangrid Group EHS Management System includes measures related to:

- a) planning, which prescribe the methods for performing hazard and risk assessments while developing measurable objectives;
- b) support, which defines the competencies, communication tools and information necessary to ensure Avangrid Group personnel participation, consultation and cooperation within the organization and with customers, communities, industry associations, workers' representatives, regulatory bodies and other key stakeholders.
- c) operation, which sets forth the practices necessary for the implementation of risk controls and the methods for change management;
- d) performance evaluation, which provides the tools to monitor and measure the status of the Avangrid Group's capacity to meet its objectives and targets related to the management of risk;
- e) evaluation of EHS impacts to operations and the management system for continuous improvement to ensure that the EHS Management System incorporates best practices and remains adaptable; and
- f) continuous improvement, which ensures that the Avangrid Group remains committed to recognizing opportunities for improvement and fosters a culture of learning.

# Social Media Policy

October 15, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Social Media Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

Social media is constantly changing the way we interact. The Board of Directors recognizes that social media is a powerful communication and information sharing tool and the benefits of sound social media engagement for the Avangrid Group, its employees, and other stakeholders. However, the Board of Directors is mindful that online interactions through the use of social media may create compliance, cybersecurity, legal, reputational and business risks. This Policy sets forth guidance on the use of social media by the Avangrid Group, addresses social media related risks, and assists directors, officers and employees on responsible use of social media. This Policy contributes to the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals approved by the member states of the United Nations.

Social media can take many forms. For the purpose of this Policy, social media means any digital technology or practice that enables people to use, create and share content, opinions and insights in conversations over the internet. This includes known online social media and social networking platforms such as Facebook, LinkedIn, X (formerly known as Twitter), Instagram, TikTok, Snapchat, Reddit, Pinterest, Tumblr, Flickr, YouTube, as well as blogs, online chatrooms, forums, wikis and comments included on websites.

This Policy is not intended to preclude or dissuade employees from engaging in activities protected by state or federal law, including, without limitation activities under Section 7 of the National Labor Relations Act, such as discussing wages, benefits, or other terms and conditions of employment, forming, joining, or supporting labor unions, bargaining collectively through representatives of their choosing, raising complaints about working conditions for their own and their fellow employees' mutual aid or protection, or legally required activities.

## 2. Scope of Application; Other Policies and Rules

This Policy applies to all the companies of the Avangrid Group and their directors, officers, and employees unless an applicable collective bargaining agreement excludes such employees.

This Policy applies both to the use of social media for business purposes by the Avangrid Group and to certain personal uses of social media by directors, officers, and employees of the Avangrid Group. In particular, this Policy addresses personal use of social media in the workplace or through electronic resources and communication systems provided by the Avangrid Group. It should also be considered by directors, officers and employees when their social media activities relate to the Avangrid Group, its business, or stakeholders.

Certain uses of social media, disclosure of information through social media and the use of electronic resources and communications systems provided by the Avangrid Group may also be subject to other Avangrid policies and rules, including, without limitation:

- (i) Fair Disclosure Policy,
- (ii) Insider Trading Policy,
- (iii) Personal Data Privacy Policy,
- (iv) Policy on the Responsible Development and Use of Artificial Intelligence Tools,
- (v) Acceptable Use Rule, and
- (vi) Corporate Governance Guidelines

Directors, officers, and employees must also adhere to these and all other applicable policies, rules, and procedures when using social media and must always consider Avangrid's Code of Business Conduct and Ethics. Social media shall not be used in a way that violates Avangrid's Code of Business Conduct and Ethics, Avangrid policies, rules and procedures, or other employee obligations.

### **3. Use of Social Media by Avangrid**

The Avangrid Group may participate in social media only through authorized corporate channels. Avangrid's Corporate Communications Division shall be responsible for authorizing the creation of all social media accounts and shall coordinate all social media activities.

Social media activities of the Avangrid Group shall focus on creating greater brand awareness, reaching and influencing communities with affinity to Avangrid's corporate brand, recruiting, and community relations. As set forth in Avangrid's Fair Disclosure Policy, Avangrid will not use social media to disclose material nonpublic information.

Only the head of Avangrid's Corporate Communications Division, the head of Avangrid's Investor and Shareholder Relations Division, or employees specifically authorized by such officers or authorized under the Fair Disclosure Policy may speak on behalf of the Avangrid Group on these channels.

Social media accounts used by the Avangrid Group and all related social media content shall belong solely to the Avangrid Group, regardless of the employee that creates or uses such social media account on behalf of the Avangrid Group.

### **4. Personal Use of Social Media**

Electronic resources and communication systems, such as computers, internet, networks, mobile phones, smartphones, and e-mail that the Avangrid Group provides to its employees are to support business purposes. Limited use of these resources and communications systems for personal social media purposes during nonworking time is permitted; provided, that the social media use (i) is not related to a private business or other commercial purpose, (ii) does not interfere with the normal performance of employees' duties, (iii) does not violate applicable laws and regulations, and (iv) complies with this Policy. The Avangrid Group will determine which social media platforms or other websites can be accessible through the Avangrid Group electronic resources and communications systems and may, in its sole discretion, block or restrict access based on IT, security, or other business considerations.

All contents of such electronic resources and communications systems are the property of the Avangrid Group. Therefore, employees should not assume the privacy of any information or communications transmitted to, received or printed from, or stored or recorded on electronic resources and communications systems provided by the Avangrid Group. The Avangrid Group may use monitoring controls to ensure compliance with this Policy and other Avangrid policies, rules, or procedures.

Directors, officers, and employees are responsible for their own personal use of social media, including the content of their posts, their choice of social media platform and audience, and any potential liability of such use. They should make sure that their personal statements or posts are not attributed to the Avangrid Group.

When directors, officers and employees disclose their affiliation to the Avangrid Group or when discussing subject matters related to the energy sector or that are in any other way related to the Avangrid Group or its stakeholders, they should make clear that their statements and posts reflect their own personal view and not those of the Avangrid Group. For instance, when appropriate, directors, officers and employees should consider including a disclaimer of the sort of "*the views in this posting reflect my personal views and do not represent the views of my employer.*"

## 5. Confidential and Nonpublic Information

When using social media, the Avangrid Group and its directors, officers and employees, shall:

- a) Respect trade secrets, other proprietary information and confidential information. Trade secrets and proprietary information of the Avangrid Group, such as information that relates to business development, the operation or functionality of generation plants, factories, networks, or grids of the Avangrid Group, financial information, know how, technology or potential projects are confidential and should be treated accordingly. Special care shall be taken not to inadvertently disclose them through the use of social media.
- b) Not disclose "nonpublic information," as such term is defined in Avangrid's Fair Disclosure Policy. As a public company, Avangrid is subject to strict securities and information disclosure laws and regulations. Violations of these laws and regulations may lead to serious legal consequences. Because determining what constitutes nonpublic information can require specialized judgment, discussions of the following subject matters should be avoided unless an employee has previously consulted with the office of Avangrid's Corporate Secretary or is specifically authorized to do so under Avangrid's Fair Disclosure Policy:
  - i) quarterly or annual earnings or operational results;
  - ii) guidance on earnings estimates;
  - iii) mergers, acquisitions, tender offers, joint ventures, divestitures, material changes in assets or other corporate transactions;
  - iv) senior management changes or changes in control of Avangrid;
  - v) information about dividend payments;
  - vi) significant events concerning Avangrid's physical assets;
  - vii) new projects, contracts with suppliers, or developments regarding customers or suppliers (e.g., the acquisition or loss of a contract);
  - viii) events regarding Avangrid's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of securityholders, public or private sales of additional securities or information related to any additional funding);
  - ix) changes in auditors or auditor notification that the issuer may no longer rely on an audit report;
  - x) bankruptcies or receiverships;
  - xi) regulatory investigations or litigation-related developments involving Avangrid;
  - xii) regulatory approvals or changes in regulations and any analysis of how they affect Avangrid;
  - xiii) physical and cybersecurity risks and incidents including vulnerabilities and breaches; and
  - xiv) deterioration or improvement in Avangrid's credit status with rating agencies.

## 6. Other Rules for Use of Social Media

In addition to the rules set forth in Section 3 (Use of Social Media by Avangrid), Section 4 (Personal Use of Social Media) and Section 5 (Confidential and Nonpublic Information), the Avangrid Group and its directors, officers and employees shall follow these guidelines in any use of social media that is under the scope of this Policy:



- a) Use good judgment, interact honestly with others, and act professionally and with integrity. Endeavor to be accurate and not post information that they know is false.
- b) Clearly disclose their affiliation with the Avangrid Group when making references to the Avangrid Group.
- c) Comply with laws regarding copyrights, trademarks and other intellectual or third-party rights. Special care shall be taken to avoid infringing third party intellectual property rights. When appropriate, the sources of the information or of any material posted should be accurately cited.
- d) Be respectful to others. Do not make statements, post any material or express a viewpoint on another's post that could be considered offensive, malicious, harassing, bullying or threatening, including ethnic slurs, sexist comments, discriminatory comments, abusive language, or obscenity.
- e) Comply with privacy laws and respect privacy rights.
- f) Review and comply with the terms of use of all social media platforms and other visited internet sites.

## **7. Enforcement**

Violations of this Policy by directors, officers or employees of the Avangrid Group may result in appropriate disciplinary action, up to and including termination.

## **8. Further Information**

Any questions about this Policy should be directed to the Avangrid Corporate Communications Division.

# **Book Five – Corporate Governance**

# **Book Five – Corporate Governance**

Part I. Corporate Governance and Regulatory  
Compliance Policies

# Corporate Governance Guidelines

February 15, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist in exercising its responsibilities to Avangrid and its shareholders ensuring the proper function of the Board and its committees. These Guidelines are subject to periodic review and modification by the Board of Directors from time to time. These Guidelines are meant to be a flexible structure within which the Board of Directors operates and should be interpreted in the context of applicable law, Avangrid’s certificate of incorporation (the “Charter”), by-laws (the “By-Laws”), purpose and values, and other corporate governance requirements. These Guidelines and the Charter, By-Laws 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 inspired by and 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. These Guidelines are posted on Avangrid’s website at [www.avangrid.com](http://www.avangrid.com) and will be available in print to any shareholder who requests it.

## A. Principles of the Guidelines

Avangrid is committed to corporate governance, business ethics, transparency, sustainable development, corporate social responsibility, and generating a social dividend through its activities. These principles guide the actions of the Board of Directors and its committees, and the other decision-making bodies of Avangrid in its relations with shareholders, investors, Avangrid people, customers, members of the supply chain, and other stakeholders. Avangrid’s corporate governance shall be governed by the following guiding principles:

- a) Implementation of good governance standards that are generally accepted in the U.S. markets.
- b) Establishment of a governance and sustainability system that supports the sustainable creation of value, with a long-term vision that achieves a better future for employees, customers, shareholders, and other stakeholders and involves such stakeholders in our enterprise.
- c) Encouragement of the informed participation of the shareholders at the annual meeting of the shareholders (the “Annual Shareholders’ Meeting”) and adopting measures to facilitate the effective exercise by the shareholders at the Annual Shareholders’ Meeting of the powers they hold under applicable law and the Governance and Sustainability System.
- d) Transparency and inclusivity in Avangrid’s relationships with the shareholders, Avangrid people, customers, members of the supply chain, the markets, and the general public.
- e) Separation of the management and supervision functions within Avangrid and the other companies in the Avangrid Group, as well as between the central strategy function and decentralized executive responsibilities, in accordance with the Avangrid Group’s business model. This model makes the decentralized structure compatible with the integration of the Avangrid Group’s businesses and its focus on maximizing operational efficiency through the exchange of best practices among the business units of the various companies within the Avangrid Group while respecting the independence necessary to carry out the day-to-day administration and effective management of each of the businesses.
- f) A commitment to the implementation of ethical best practices and compliance with all applicable laws, regulations, and risk management policies.



## **B. Shareholders**

Avangrid has made continuous, inclusive, effective, sustainable and transparent engagement with shareholders one of the keys to its corporate governance and sustainable development strategy. In accordance with the Innovation Policy, Avangrid will proactively and consistently seek innovative and sustainable ways to communicate and engage with shareholders in order to encourage their sense of belonging through direct, constructive, ongoing, effective and inclusive dialogue that helps align their interests with those of Avangrid.

### **1. Encouragement of Participation in the Annual Shareholders' Meeting**

Avangrid encourages the informed participation of shareholders at the Annual Shareholders' Meeting. The Board of Directors will promote, establish, supervise, and facilitate the effective exercise by shareholders at the Annual Shareholders' Meeting of the powers they hold under the Business Corporation Law of the State of New York (the "NYBCL") (including participation at such meeting) and the Governance and Sustainability System through compliance with reporting obligations under the provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules promulgated thereunder, and the rules of the New York Stock Exchange (the "NYSE").

### **2. Right to Request a Special Meeting**

The shareholders shall have the right to request a special meeting of the shareholders in accordance with the requirements set forth in the Charter and the By-Laws. Consistent with New York law and the guidelines for proxy solicitations under the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"), Avangrid shall ensure that the items on the agenda, the shareholder proposals properly submitted, if any, and all other information required to be included therein are disseminated to the shareholders in advance of any such special meeting.

### **3. Information for Shareholders**

The Governance and Sustainability System elaborates on the provisions of applicable law governing information that Avangrid must make available to shareholders. Once Avangrid has complied with the proxy regulations of the SEC, the Annual Shareholders' Meeting proxy statement shall be disseminated to the shareholders and made available on Avangrid's corporate website consistent with the guidelines for proxy solicitations under the rules and regulations of the SEC and the NYSE.

### **4. Attendance at the Annual Shareholders' Meeting**

Avangrid encourages shareholder attendance at and participation in the Annual Shareholders' Meeting, and, when held in-person, shall endeavor to hold the Annual Shareholders' Meeting in a state where the Avangrid Group has operations. In particular, whenever reasonably possible, Avangrid shall ensure that the location of any in-person Annual Shareholders' Meeting has appropriate means to facilitate entry to and exit from the premises by all attendees with reduced mobility, and shall take necessary measures to allow for participation by attendees with hearing or visual disabilities such as the simultaneous interpretation of the meeting in American Sign Language (ASL) and simultaneous audio description for attendees with visual limitations.

### **5. Rights to Proxy Representation and to Absentee Voting**

The right of shareholders to grant a proxy to another person (even if not a shareholder) and to vote by mail, telephone, or electronic means at any Annual Shareholders' Meeting or special meeting that may be held shall be in accordance with the provisions of the NYBCL, the rules and regulations of the SEC and NYSE, and other applicable law.

### **6. Communication Channels with Shareholders**

The Board of Directors shall encourage the continuous, inclusive and transparent engagement with shareholders. The authority to communicate with shareholders on behalf of Avangrid falls exclusively within the Board of Directors acting collectively and in the Chairman, to whom all such powers have been delegated. The Board of Directors and the Chairman may delegate to other members of the Board of Directors the authority to communicate on behalf of Avangrid with specific

shareholders regarding specific issues relating to Avangrid's governance and sustainability. Such directors shall have such power only upon delegation from the Board of Directors. Nevertheless, except as expressly provided in this paragraph, directors do not constitute a valid channel for communication, and therefore, they have neither the duty nor the power to communicate with shareholders on behalf of Avangrid. Individual directors may, from time to time, meet or otherwise communicate with constituencies that are involved with Avangrid only with the knowledge and at the request of the Chairman.

Any shareholder or interested party who wishes to communicate with the Board of Directors, the non-management directors, the independent directors or the director presiding over executive sessions of the Board of Directors, may do so by writing to:

Secretary of the Board of Directors  
Avangrid, Inc.  
180 Marsh Hill Road  
Orange, Connecticut 06477

The Secretary reviews all such correspondence and, in consultation with the Chairman, determines whether the subject matter of the communication should be brought to the attention of the Board of Directors, the non-management directors, the independent directors, or the director presiding over executive sessions of the Board of Directors, as the case may be. Typically, the Secretary will not forward to the Board of Directors communications of a personal nature or not related to the duties and responsibilities of the Board of Directors, including junk mail, mass mailings, advertisements, magazines, solicitations, job inquiries, opinion surveys or polls.

Other communications with shareholders, investors and the public may be made through the following divisions:

- a) Avangrid's Communications Division. The Communications Division responds on a regular basis to the questions of media about matters regarding the Avangrid Group.
- b) Avangrid's Investor Relations Division. The Investor Relations Division responds on a regular and personalized basis to the questions and other inquiries of shareholders, investors and analysts.

Avangrid will file annual, quarterly and periodic reports with the SEC to provide information that may be material to shareholders and investors. Avangrid will also update its corporate website ([www.avangrid.com](http://www.avangrid.com)) to provide materials that are required to be posted under the rules of the SEC and the NYSE as well as other materials Avangrid determines are appropriate for shareholders and investors. Avangrid will also publish on the corporate website the professional profile and biographical data of its directors and any positions held on the Board of Directors or committee memberships.

## **C. The Board of Directors and the Committees of the Board**

### **1. The Board of Directors**

The Board of Directors has collective power and authority to manage and represent Avangrid. Notwithstanding the foregoing, the Board of Directors will focus its activity on the oversight of management and the design, review, and approval of major strategies and financial and other objectives and plans of Avangrid such as:

- a) the establishment, in compliance with applicable law, of policies, strategies, and directives of the Avangrid Group that effectively entrust to the governance bodies and management of each Avangrid Group company the oversight and management of the business of each such Avangrid Group company;
- b) the establishment of appropriate mechanisms of coordination and exchange of information within the Avangrid Group in order to supervise the general development of the above-mentioned policies, strategies and directives;
- c) the oversight, review and approval of strategic matters relevant to the Avangrid Group including, without limitation, Avangrid's commitment to sustainable development and corporate social responsibility;

- d) the design, evaluation, and review and update of the Governance and Sustainability System and the adoption of the Purpose and Values of the Avangrid group with the assistance of the Governance and Sustainability Committee; and
- e) the design, evaluation, and review and update of a compliance system responsible for managing regulatory compliance and compliance with the Code of Business Conduct and Ethics and the other anti-fraud policies and procedures contained in the Governance and Sustainability System, with the assistance of the Governance and Sustainability Committee.

In the performance of its duties, the Board of Directors pursues the corporate interest and acts with unity of purpose and independent judgment, affording fair treatment to all shareholders.

## 2. Composition and Independence of the Board of Directors

The Board of Directors shall be composed of a minimum of five and a maximum of 14 directors. Pursuant to the By-Laws, a minimum of five directors shall qualify as “independent directors” of Avangrid and Iberdrola, S.A. No director may qualify as “independent” unless the Board of Directors affirmatively determines that such director has no material relationship with the Avangrid Group (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Avangrid Group).

Iberdrola, S.A. owns approximately 81.6% of the outstanding shares of Avangrid common stock. As such, Avangrid qualifies as a “controlled company” under the NYSE rules. Pursuant to the exemption provided to “controlled companies” by the NYSE, for such time that Avangrid qualifies as a “controlled company”, Avangrid will not be required to have a majority of “independent” directors on its Board of Directors. Once Avangrid ceases to qualify as a “controlled company,” and after any permissible phase-in period, the Board of Directors will be required to have a majority of “independent” directors as defined by the rules of the NYSE.

The Board of Directors recognizes that directors’ independence may be jeopardized if director compensation and perquisites exceed customary levels, if Avangrid makes substantial charitable contributions to organizations with which a director is affiliated, or if Avangrid enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

The Board of Directors, with the assistance of the Compensation and Nominating Committee, will regularly review and evaluate the independence and qualifications of the members of the Board of Directors and its committees on a periodic basis as well as the composition of the board as a whole. The Board of Directors believes that diversity is an important attribute of a well-functioning board. In selecting qualified candidates to serve as directors of Avangrid we consider a range of matters of diversity including race, gender, ethnicity, culture, thought, and geography and measures ensuring that the Board, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise. This assessment also includes consideration of the integrity, judgment, business experience, expertise and availability for service of each member of the Board of Directors.

## 3. Selection and Appointment of Directors

The directors will be elected each year by the shareholders at the Annual Shareholders’ Meeting. The Board of Directors, in consultation with the Compensation and Nominating Committee, will propose the nominees to the shareholders for election to the Board of Directors at such meeting. Any vacancies occurring in director positions between Annual Shareholders’ Meetings, are filled by the Board of Directors, upon recommendation by the Compensation and Nominating Committee, as permitted by the By-Laws.

The vote required for election of directors by the shareholders shall, except in a contested election, be the affirmative vote of a majority of the votes cast in favor of or against the election of a director nominee at a meeting of shareholders by the holders of shares entitled to vote in such election. In a contested election, directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in such election. An election shall be considered contested if as of the record date (or such later date as may be determined by the Board of Directors based on events occurring after the record date, but in no event later than the date the Corporation files its definitive proxy statement with the SEC), there are more nominees for election than positions on the Board of Directors to be filled by election at the

meeting. In any non-contested election of directors, any incumbent director nominee who receives a greater number of votes cast against his or her election than in favor of his or her election shall immediately tender his or her resignation to the Board of Directors. The Compensation and Nominating Committee (excluding the nominee in question, if applicable), shall review the resignation and evaluate and recommend to the Board of Directors whether such resignation shall be accepted by the Board of Directors at its next meeting or whether such director should continue to serve a “holdover” term on the Board of Directors (i.e., until the next Annual Shareholders’ Meeting or until the director’s successor is elected and qualified). The Board of Directors’ explanation of its decision shall be promptly disclosed on a Current Report on Form 8-K filed with the SEC.

The Board of Directors does not believe it is appropriate or necessary to limit the number of terms a director may serve. Annually the Board of Directors, with the assistance of the Compensation and Nominating Committee, will review whether it is appropriate to re-nominate each of the existing members of the Board of Directors and confirm that each such director desires to continue as a member of the Board of Directors.

When new candidates for membership on the Board of Directors are selected, the Board of Directors with the assistance of the Compensation and Nominating Committee, will ensure that the candidates proposed are qualified and possess the requisite expertise, competence, experience, qualifications, training and availability. The Board of Directors, with the assistance of the Compensation and Nominating Committee, will verify to the extent practicable, that the nominees are not affected by any of the instances of incompatibility with or prohibition against holding office as directors or by any of the grounds for conflict of duties or interest established by applicable law or the Governance and Sustainability System, and that the procedures for the selection of directors are free from any implied bias involving any kind of discrimination.

To ensure continued suitability for service on the Board of Directors, the Board of Directors’ members must notify the Chairman of any personal and professional developments that could be expected to affect the directors’ independence or service on the Board of Directors. Specifically, any director who changes his or her principal occupation or principal business association (including retirement) shall promptly offer his or her resignation from the Board of Directors in writing to the Chairman. The Compensation and Nominating Committee will assess such situation and the individual circumstances and make a recommendation to the Board of Directors as to whether to accept the resignation. The Board of Directors is free to accept or reject such resignation.

Directors are encouraged to limit the number of other boards on which they serve, taking into account the potential impact on attendance, participation, and effectiveness with respect to Avangrid’s Board of Directors. Directors who are considering service on the board of a public company other than Avangrid must notify the Chairman before accepting membership on any such board. In any case, no director shall serve simultaneously as a director of more than three public companies, including Avangrid. Service on boards of subsidiary companies, private companies, and non-profit organizations shall be excluded from this determination. (For purposes of this paragraph, a public company is an entity that has a class of common equity securities that is registered under Section 12(b) or 12(g) of the Exchange Act.)

#### 4. Succession Planning

The succession plan and the professional and personal competencies required for successors to the Chief Executive Officer will be reviewed periodically by the Chairman and the Compensation and Nominating Committee. If the Chief Executive Officer gives early notice of his or her desire to resign from his or her position, the succession thereof shall be planned and coordinated by the Chairman with the assistance of the Compensation and Nominating Committee. The Chairman may contract for the advice of an independent expert to be paid for by Avangrid.

Within a period of not more than thirty days from the date that the Chief Executive Officer gives early notice of his or her desire to resign from his or her position, the Chairman shall provide to the Board of Directors a specific proposal regarding the replacement thereof, which must take into consideration the special personal and professional skills of the candidate and the ability thereof to lead the development and implementation of the strategic plan in effect. The Compensation and Nominating Committee shall make a report on the candidate proposed by the Chairman for the evaluation and appointment by the Board of Directors.

In the event of limited or unexpected unavailability of the Chief Executive Officer, the Board of Directors shall approve a contingency plan for his or her succession with the assistance of the Compensation and Nominating Committee.



## 5. Chief Executive Officer Evaluation

The Board of Directors, with the assistance of the Compensation and Nominating Committee, will conduct an annual review of the Chief Executive Officer's performance in order to ensure that the Chief Executive Officer is providing the best leadership for Avangrid in the long- and short-term. If the Chief Executive Officer serves as the Chairman, then the lead independent director (the "Lead Independent Director") will preside over the Board of Directors when it meets for such purpose.

## 6. Information, Updating, and Evaluation of the Board of Directors

Avangrid has an orientation process for all new directors providing presentations from, and meetings, with key management designed to familiarize new directors with Avangrid's business, operations, finances and governance practices. In addition, all directors are expected to stay actively informed and up-to-date on current issues relating their responsibilities and are encouraged to participate in continuing education programs. In order to improve their knowledge of the Avangrid Group, presentations are made periodically to the members of the Board of Directors regarding the businesses of the Avangrid Group. In addition, a portion of each meeting of the Board of Directors may be dedicated to a presentation on economic, legal or political/social issues of importance to the Avangrid Group.

Senior members of management are expected to routinely attend meetings of the Board of Directors and, to the extent appropriate, committee meetings as requested by the Chairman or the committee chair, as applicable. Management is encouraged to invite other Avangrid personnel to meetings when their presence and expertise would help the Board of Directors or, to the extent appropriate, a committee, understand the matters being considered or to provide exposure to the Board of Directors for the purposes of management development.

Directors will have access to members of management, employees of Avangrid, and Avangrid's counsel, subject to their use of judgment to ensure that this access does not inappropriately interfere with the Avangrid Group business operations or inappropriately disclose confidential or sensitive information. Directors shall arrange any such meetings or contacts through the Secretary, who shall inform the Chairman. The Board of Directors may retain outside financial, legal, or other advisors at Avangrid's expense as they determine appropriate to assist them in the performance of their respective functions.

Annually the Board of Directors evaluates its operation and the operation of its committees. The Governance and Sustainability Committee shall oversee the conduct of such evaluation and may engage such advisors as the committee determines necessary to assist with such evaluation.

## 7. Duties and Obligations of Directors

The basic responsibility of directors is to exercise their business judgment in good faith to act in what they reasonably believe to be the best interests of Avangrid and its shareholders. In discharging this obligation, directors shall be entitled to rely on the honesty and integrity of their fellow directors and of Avangrid's management, outside advisors and outside auditors. The directors shall comply with the duties and obligations established by the SEC, the NYSE and other applicable laws, as well as the Governance and Sustainability System, which include the following duties:

- a) The duty of care. Each director must adequately prepare for and attend the meetings of the Board of Directors and the committees on which they serve and participate actively in the deliberations in order for his or her opinion to effectively contribute to decision-making. Directors are also expected to attend the Annual Shareholders' Meeting. In the event that, due to well-founded reasons, a director is unable to attend a specific meeting, such director shall notify the Secretary in advance of the meeting, which notification shall include the reason for such absence, and shall become informed about the matters addressed and the items approved at the meeting through discussions with the Chairman or other members of the Board of Directors or communications with the Secretary to the Board of Directors. This duty of care also includes the duty to inform the Board of Directors of any irregularities in the management of Avangrid of which a director may have had notice, and to monitor any situation of risk.
- b) The duty of confidentiality. Consistent with their fiduciary and other legal duties to Avangrid, directors shall protect and hold confidential all non-public information entrusted to or obtained by reason of their position as a director of Avangrid or its subsidiaries ("Confidential Information"). In keeping with their fiduciary duties and confidentiality

obligations, directors shall refrain from the improper use of Confidential Information and shall only use Confidential Information for the benefit of Avangrid, and not for personal benefit or the benefit of other persons or entities and shall not disclose Confidential Information to any other person or entity, either during or after their service as a director of Avangrid, except with the written permission of the Board of Directors or the Chairman of the Board of Directors. Directors shall take appropriate precautions to safeguard Confidential Information and other proprietary information of the Avangrid Group, including, without limitation, complying with Avangrid's policies, procedures and regulations governing cyber and information security.

- c) The duty not to compete. While in office and for a term of two years following the end of a director's term, no director may serve as a director or officer of or render services to other companies having a corporate purpose that is similar, in whole or in part, to that of the Avangrid Group, or that compete with it, with the exceptions set forth in the Governance and Sustainability System. Each director must disclose to Avangrid all the positions he or she holds and the activities such director carries out at other companies or entities, as well as their other professional commitments and any significant change in such director's professional status.
- d) The duty of loyalty. Each director has an obligation to report any conflict of interest and to refrain from participating in deliberations relating thereto, to submit any transactions with companies in the Avangrid Group for prior approval, and to inform Avangrid of any fact or event that may be relevant to their activities as a director. It also includes a prohibition against using corporate assets (including Confidential Information) in order to obtain any financial benefit and against taking advantage of business opportunities for their own benefit or for the benefit of related parties. Finally, directors must submit their resignation to the Board of Directors in cases of incompatibility, lack of competence, supervening prohibition against performing the duties of a director, and other instances established in the Governance and Sustainability System.

A conflict of interest exists when there is a direct or indirect conflict between the interest of the Avangrid Group and the personal interest of a director or such director's Associates. An "Associate" of a director includes any (1) Family Member (defined below) of a director, (2) any entity that a director or an Associate of a director controls, including any controlled corporations, limited partnerships or trusts, (3) any entity in which a director or Family Member of a director has a material financial interest including any entity in which the director or Associate of a director owns 10% or more of any class of voting securities), and (4) any entity in which the director or a Family Member is an officer, director, trustee, partner or employee and exercises, directly or indirectly, a significant influence on the financial and operational decisions of such entity. A "Family Member" consists of the following persons: any child, stepchild, grandchild, parent, stepparent, grandparent, spouse (or comparable co-habitation relationship), sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, in each case including adoptive relationships.

Directors must also observe the rules of conduct established by the regulations, rules and laws governing the U.S. securities market. In addition, directors must conform their behavior as directors to the ethical principles and obligations inherent to the culture and the corporate vision of the Avangrid Group set forth in the Code of Business Conduct and Ethics.

Directors must also observe any other rules that, acting under its powers of self-organization, the Board of Directors may approve at any time with the goal of improving the performance of their duties.

## 8. Director Remuneration and Share Ownership

The Board of Directors, with the assistance of the Compensation and Nominating Committee, will periodically review the level and components of compensation to be paid to directors and senior officers taking into account the dedication and responsibility assumed as well as their performance and achievement of objectives, all with a view toward making remuneration commensurate with enhancing the long-term return value of Avangrid for its shareholders. Shareholders will be given the opportunity to vote on all equity compensation plans, except employment inducement awards, option plans relating to mergers or acquisitions and tax qualified, excess benefit, and Section 423 plans. In the event that shareholder approval of an equity compensation plan is not required, such plan shall be approved by the Board of the Directors.

While the Board of Directors believes that it is important that each director owns shares of Avangrid, the Board also believes that an ownership requirement should not adversely affect its ability to attract diverse candidates. Accordingly, each member of the Board of Directors is encouraged, but not required, to purchase shares of Avangrid in order to align such member's financial interests of with those of Avangrid's shareholders. The Board of Directors, with the assistance of the Compensation

and Nominating Committee, will periodically review the appropriateness of a share ownership requirement for members of the Board of Directors.

## 9. Meetings of the Board of Directors

The Board of Directors meets with the frequency that the Chairman deems appropriate, but at least four times per year, and must hold at least one meeting each calendar quarter. The schedule of regular meetings is set by the Board of Directors before the beginning of each fiscal year, and may be amended by resolution thereof or by decision of the Chairman. The Board of Directors will also meet when the Chairman calls a special meeting thereof or when a special meeting is requested by one-fourth of the directors, the Vice-Chairman, or the Lead Independent Director, if any. If a special meeting has been properly requested, the Chairman shall call the meeting within ten days of receipt of the request. Upon authorization by the Chairman, the Secretary (or their delegee) shall provide all directors with notice of each regular or special meeting. The Chairman will determine the agenda for each meeting. Any director may propose the inclusion of additional agenda items that they deem necessary or appropriate in carrying out their duties by written request to the Chairman and the Secretary at least two days prior to the scheduled date of the meeting.

## 10. Positions on the Board of Directors

- a) **Chairman of the Board of Directors.** The Chairman shall chair the meetings of the Board of Directors, determine the agenda for each meeting, encourage participation and deliberation at each meeting, and ensure the proper operation of the Board of Directors and have such other duties as shall be determined by the Board of Directors. The Chairman shall also chair the Annual Shareholders' Meeting and ensure the proper operation of such meeting. In addition, the Chairman shall propose to the Board of Directors for approval the determination and modification of Avangrid's organizational structure, the appointment and removal of senior officers, and any compensation or indemnification to which they may be entitled with the assistance of the Compensation and Nominating Committee. The Chairman, with the assistance of the Compensation and Nominating Committee, will propose to the Board of Directors for approval the compensation for senior officers as well as the basic terms of their employment subject to the requirements of the rules of the NYSE and in accordance with the terms of these Guidelines.
- b) **Lead Independent Director.** If the Chief Executive Officer also serves as the Chairman, the Board of Directors shall appoint a Lead Independent Director. The Lead Independent Director shall have the power to chair meetings of the Board of Directors in the absence of the Chairman or Vice-Chairman, if any; to ask the Chairman to call a special meeting thereof; to participate with the Chairman in the planning of the annual schedule of meetings and in the preparation of the agenda for each meeting, including requesting the inclusion of matters on the agenda; to coordinate, meet with, and reflect the concerns of the non-executive directors and to lead the evaluation of the Chairman. The Lead Independent Director may also communicate with shareholders when so directed to do so by the Board of Directors.
- c) **Secretary of the Board of Directors.** The Secretary of the Board of Directors is responsible for drafting the minutes of the Board of Directors meetings, coordinating the work of the secretaries of the committees of the Board of Directors, and all matters relating to the Governance and Sustainability System and regulatory compliance. The Secretary also advises the Board of Directors on the status of the Governance and Sustainability System at any time, ensures that the resolutions of the Board of Directors take into account applicable good governance recommendations, reports on new governance initiatives, and shall have such other duties as shall be determined by the Board of Directors.

## 11. Checks and Balances System

The Governance and Sustainability System provides the measures necessary to ensure that neither the Chairman nor the Chief Executive Officer has decision-making power that is not subject to supervision of the Board of Directors. In this regard, the Board of Directors has established an Audit Committee, a Compensation and Nominating Committee, a Governance and Sustainability Committee, an Executive Committee, and an Unaffiliated Committee to assist with the exercise of its oversight responsibilities. Furthermore, the role of Lead Independent Director serves as counterbalance to that of the Chairman when the Chairman also serves as the Chief Executive Officer, ensuring that the activities thereof are subject to proper controls. Subject to limitations in the By-Laws, the Board of Directors may from time to time establish additional committees as necessary or appropriate.

The Chair of each committee will inform the Board of Directors of the activities of such committee and any action taken during any meeting of such committee at the first meeting of the Board of Directors after the applicable meeting of the committee. Additionally, each committee will inform the Board of Directors regularly of its decisions, recommendations and significant developments and 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.

To ensure that non-management directors serve as an effective check on management and to encourage open discussion among such non-management directors, Avangrid's non-management directors will meet in executive sessions without management directors or management present on a periodic basis but no less than twice a year. If the non-management directors include anyone who is not independent within the meaning of the NYSE rules, then executive sessions shall be held for independent directors at least once a year. Executive sessions of the independent members of the Board of Directors will be led by a committee chair who is independent within the meaning of the NYSE rules, as designated by the Board of Directors from time to time. The executive sessions will include such topics as the non-management directors or independent directors, as the case may be, determine, including, but not limited to, management's performance and board operations.

The Governance and Sustainability System of the Avangrid Group is also designed such that management power is not centralized within a single governance body or a single person, but rather is decentralized among the boards of directors of the subsidiary head of business companies, with Avangrid's main function being the supervision, organization, and strategic coordination of the Avangrid Group. The effective application of this system of checks and balances is verified on an annual basis as part of the evaluation of the operation of the Board of Directors. Avangrid engages an independent firm to evaluate and prepare a report on such system.

## 12. Committees of the Board of Directors

The Board of Directors has established an Audit Committee, which is composed of "independent" directors under the criteria established by the NYSE and any applicable laws and regulations. Members of the Audit Committee must also meet the standards set forth in Rule 10A-3(b)(1) under the Exchange Act.

The Board of Directors has established a Compensation and Nominating Committee, which is comprised of at least two directors who qualify as "outside" directors within the meaning of Section 162 (m) of the Internal Revenue Code, as amended, and as "non-employee" directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The Board of Directors has established a Governance and Sustainability Committee, which is composed of at least two directors who qualify as "independent" directors under the criteria established by the NYSE and any applicable laws and regulations.

The Board of Directors has established an Executive Committee, the composition of which shall be determined by the Board of Directors, from time to time.

The Board of Directors has established an Unaffiliated Committee, the composition of which shall be determined pursuant to the Shareholder Agreement, dated December 16, 2015, between Avangrid and Iberdrola, S.A. (the "Shareholder Agreement"), or as required by the rules or regulations of the SEC or the NYSE or applicable law.

Subject to limitations in the By-Laws, the Board of Directors may from time to time establish additional committees as necessary or appropriate. The committees of the Board of Directors will have an informative and consultative nature with no executive functions, except as set forth in the committee charters, the Shareholder Agreement, or as required by the rules or regulations of the SEC or the NYSE or applicable law. All significant findings of a committee will be presented to the full Board of Directors for discussion and review. Each committee established by the Board of Directors has the authority to retain outside financial, legal, compensation or other advisers at Avangrid's expense, which may be independent in the sole discretion of the committee, as the case may be. The Board of Directors will appoint a secretary for each committee. If the Board of Directors has not appointed a secretary for a committee, then the Secretary of the Board shall act as the secretary for such committee.



Each committee will have its own charter to the extent required by NYBCL, the rules and regulations of the SEC and NYSE, and other applicable law. The charters will establish the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and the committee reporting to the Board of Directors. Proposals to modify a committee charter may be approved by the Board of Directors or will be considered by the applicable committee at the request of the chair of the applicable committee or a majority of such committee's members. Any such modifications approved by the applicable committee, and not otherwise approved by the Board of Directors, will be reviewed and approved and ratified by the Board of Directors. The charters will also provide that each committee will annually evaluate its performance. Each charter will be made available on Avangrid's website.

## **D. The Governance Model**

The corporate structure of the Avangrid Group, which forms an essential part of the Governance and Sustainability System, is comprised of:

- Avangrid, which is a holding company consolidating its subsidiary head of business companies; and
- subsidiary head of business companies, which hold wholly-owned subsidiaries operating Avangrid's primary lines of business.

This structure operates jointly with the Avangrid Group's business model and is intended to encourage an agile and pragmatic decision-making process in day-to-day management that is dependent on the subsidiary head of business companies, while at the same time achieving appropriate coordination at the Avangrid Group level based on the supervisory duties performed by Avangrid. Based on this corporate structure, the Avangrid Group's governance model is determined upon the principles described below, which duly distinguish between day-to-day and effective management duties, on the one hand, and supervision and control duties, on the other:

- a) Attribution to Avangrid of the powers relating to establishing the Avangrid Group's policies and strategies and the basic guidelines for the management thereof, as well as general supervision of the development of such policies, strategies, and guidelines, and of decisions on matters of strategic importance at the Avangrid Group level.
- b) The subsidiary head of business companies of the Avangrid Group assume decentralized executive responsibilities, enjoy the independence necessary to carry out the day-to-day administration and effective management of each of the businesses, and are responsible for the day-to-day control thereof. These subsidiary head of business companies are organized through their respective boards of directors, and their own management decision-making bodies; they may also have their own audit committees, internal audit areas, and compliance units.

Avangrid is a member of the Iberdrola group of companies, of which Iberdrola, S.A. is the controlling member (the "Iberdrola Group"). Reflecting the purpose and values of the Iberdrola Group, the Iberdrola governance and sustainability system articulates the rules and principles governing the organization, operation, and conduct of the Iberdrola Group. Premised on a decentralized structure, Iberdrola, S.A. is responsible for the organization and strategic coordination of the Iberdrola Group with the management of each Iberdrola Group company vested in such company's board of directors. The Iberdrola governance and sustainability system provides a special framework of strengthened autonomy for members of the Iberdrola Group that are listed on a national stock exchange that empowers such companies to further develop their own governance and sustainability system. Avangrid's Governance and Sustainability System reflects, is consistent with, and further develops the main principles and policies that constitute the governance and sustainability system of Iberdrola, subject to certain exceptions, additions, and modifications required for publicly listed companies in the United States.

## **E. Compliance and Ethics**

### **1. Ethics and Compliance**

The Board of Directors expects the actions of all Avangrid Group directors, officers and employees reflect the highest standards of ethical behavior and compliance with the law and adhere to principles of integrity, honesty and social responsibility. As such, Avangrid maintains an ethics and compliance program that is designed to be effective in the context

of the Avangrid Group business and operations. The Board of Directors shall be briefed upon and be provided information so that it may remain knowledgeable about the content and operation of the ethics and compliance program and shall exercise appropriate oversight with respect to the implementation and effectiveness of the compliance and ethics program. The Governance and Sustainability Committee oversees compliance with Code of Business Conduct and Ethics. The full text of the Code of Business Conduct and Ethics is posted on Avangrid’s website. Avangrid will disclose on its website future amendments to or waivers from the standards for its executive officers and directors promptly upon any such amendment or waiver. Any waiver from its standards for directors or executive officers must be approved by the Governance and Sustainability Committee.

## 2. Compliance Unit

As part of Avangrid’s ethics and compliance program, Avangrid has established an independent permanent body supervised by the Governance and Sustainability Committee (the “Compliance Unit”) that is responsible for managing regulatory compliance and compliance with the Code of Business Conduct and Ethics, and certain other policies and procedures that comprise the Governance and Sustainability System. The Board of Directors, upon proposal by the Governance and Sustainability Committee, shall appoint the members of the Compliance Unit in accordance with the provisions of the Regulations of the Compliance Unit, including, without limitation, an external chair of the Compliance Unit, a secretary of the Compliance Unit, and a Chief Compliance Officer, each of which shall have the role, responsibilities and duties set forth in the Regulations of the Compliance Unit adopted by the Board of Directors, upon the recommendation of the Governance and Sustainability Committee, from time to time. Annually, the Compliance Unit shall prepare and provide to the Governance and Sustainability Committee a Report on Ethics Compliance regarding Avangrid’s compliance system. Annually, the Compliance Unit shall also prepare and provide to the Audit Committee the Report on Separation of Activities. The Governance and Sustainability Committee shall report on the Report on Ethics and Compliance and the Audit Committee shall report on the Report on Separation of Activities to the Board of Directors.

## 3. Ethics and Compliance Helpline

Avangrid has established an Ethics and Compliance Helpline (the “Ethics and Compliance Helpline”) enabling any director, officer or employee or other interested third party of any member of the Avangrid Group to confidentially report any conduct that may involve a breach of the Governance and Sustainability System or the commission by a director, officer or employee of the Avangrid Group of an act that is illegal or in violation of the rules of conduct of the Code of Business Conduct and Ethics. The Avangrid Group undertakes not to make any direct or indirect retaliation against persons for reporting through such Ethics and Compliance Helpline known or suspected incidents of fraudulent or illegal conduct or violations of Avangrid’s Internal Reporting and Whistleblower Protection Policy in good faith. Punishment, penalties, and all other forms of retaliatory action are strictly prohibited. The Compliance Unit through the Chief Compliance Officer and any compliance units created at subsidiary head of business companies of the Avangrid Group shall be responsible for processing communications received through the Ethics and Compliance Helpline.

## F. Stakeholder Engagement

Avangrid’s commitment to transforming the current energy model towards a new one in which the priority is the well-being of people and the conservation of the planet is reflected in the Purpose and Values of the Avangrid Group. Listening to stakeholders and responding thoughtfully to their concerns and ideas are vital to the success of Avangrid’s businesses, to the contribution to the social dividend of the Iberdrola Group, and achievement of the Sustainable Development Goals (SDGs) approved by the member states of the United States. This is not possible without the strong engagement of Avangrid’s stakeholders in Avangrid’s enterprise. Avangrid engages formally and informally with a broad range of stakeholders on an ongoing basis, including, without limitation, Avangrid people, customers, members of the supply chain, regulators, shareholders and the financial community, and the media. The Board of Directors oversees the strategy and general structure of Avangrid’s stakeholder engagement based on the principles of responsibility, transparency, active listening, participation, consensus, cooperation and continuous improvement. Avangrid has developed a stakeholder engagement process and model that guides Avangrid leaders in setting specific engagement strategies and ensures appropriate coordination and compliance with ethical principles, the Governance and Sustainability System, and all applicable laws, regulations and risk management policies that is consistent with the principles set forth in Avangrid’s Stakeholder Engagement Policy as in effect from time to time.

Avangrid's corporate website ([www.avangrid.com](http://www.avangrid.com)) plays a key role in its innovation and digital transformation strategy and provides transparent information regarding Avangrid's businesses, the Avangrid Group, stakeholder engagement and the Governance and Sustainability System. Avangrid's corporate website is also a key mechanism for communicating and engaging with stakeholders. Avangrid uses the corporate website as a channel to publicly disseminate information consistent with the Avangrid's Fair Disclosure Policy.

## **G. Sustainable Development and Avangrid Foundation**

Reflecting the Purpose and Values of the Avangrid Group, Avangrid is committed to a strategy of innovation and digital transformation that focuses on creating shared value for its employees, customers, shareholders and other stakeholders. Avangrid has adopted a Sustainable Development Policy, which sets forth Avangrid's sustainable development strategy, corporate social responsibility practices, and incorporates the Sustainable Development Goals (SDGs) approved by the member states of the United Nations into Avangrid's business model and strategy. As a member of the Iberdrola Group, Avangrid contributes to the social dividend of the Iberdrola Group and the achievement of the SDGs. This social dividend measures the positive direct, indirect and induced economic, social and environmental impacts of the Iberdrola Group's activities.

A key aspect of Avangrid's commitment to sustainable development and corporate social responsibility is implemented in collaboration with the Avangrid Foundation. The Avangrid Foundation is committed to supporting initiatives that enhance the quality of life where the Avangrid Group operates, with a focus on energy sustainability, the environment, art and culture, and cooperation and solidarity. The Avangrid Foundation is independent from Avangrid and is managed by the Avangrid Foundation board of directors.

Under the oversight of the Governance and Sustainability Committee, Avangrid regularly reports and publicly disseminates information on its sustainable development activities, social, environmental and governance performance, and contribution to the social dividend generated and shared with its stakeholders.

## **H. Iberdrola Brand**

As a member of the Iberdrola Group, Avangrid may benefit from the strategic value of the Iberdrola brand and must ensure that its use of the Iberdrola brand is associated with the principles set out in the Purpose and Values of the Iberdrola Group, and the Iberdrola Group's commitment to the maximization of its social dividend and the sustainable creation of value, the improvement of quality of life, the safety of people and of supply, the protection of the environment and customer focus. The Avangrid Group may, from time to time, license the Iberdrola brand and shall use the Iberdrola brand in accordance with any corresponding brand licensing agreement entered into with Iberdrola, S.A. from time to time and the terms of the Iberdrola, S.A. Brand Policy, including, without limitation in the same manner and in accordance with the standards of the Iberdrola, S.A. Brand Usage Guide in effect from time to time, as well as with the quality control clauses established in the brand licensing agreement. The use of the Iberdrola brand by the Avangrid Group in carrying on its businesses and in activities with third parties, through sponsorship or other legal agreements, must be aimed at strengthening its value, maintaining the reputation of the Iberdrola Group's companies.

# Anti-Corruption Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Anti-Corruption Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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 is committed to conducting its business with honesty, integrity, and in accordance with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act of 1977 (the “FCPA”) and the U.S. Foreign Extortion Prevention Act of 2023 (the “FEPA”). The purpose of this Policy is to demonstrate and support Avangrid’s stance against illegal corruption. Thus, this Policy sets forth principles, standards and rules intended to ensure that the Avangrid Group, their respective officers, directors, employees, agents, and third parties doing business with the Avangrid Group or acting on its behalf, understand and comply with the FCPA, the FEPA, and other applicable anti-corruption laws and contributes to the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations. This Policy should be read together with Avangrid’s Code of Business Conduct and Ethics, Corporate Governance Guidelines, Internal Reporting and Whistleblower Protection Policy, and Regulations of the Compliance Unit.

## 2. Scope

This Policy applies to all members of the Avangrid Group and their respective officers, directors, and employees, and all agents and third parties doing business with Avangrid Group or acting on its behalf (collectively, “Avangrid Representatives”).

## 3. Anti-corruption Principles

- a) Avangrid will not tolerate, permit or engage in corrupt practices, extortion or bribery in connection with its business or professional activities, either in the public or in the private sector.
- b) Avangrid promotes a preventive culture committed to zero tolerance for corruption, bribery or any form of fraud in connection with its business activities. This commitment is absolute and takes precedence over potential financial benefits for the Avangrid Group or Avangrid Representatives.
- c) All Avangrid Representatives are expected to conduct Avangrid Group business legally and ethically and in compliance with this Policy, the FCPA, and all other applicable U.S. and foreign anti-corruption laws. Funds or assets of the Avangrid Group may not be used for any unlawful, improper or unethical purpose.
- d) The Avangrid Group shall keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of its assets. The Avangrid Group shall maintain an adequate internal control system of accounting, in accordance with applicable anti-corruption laws and best practices.



## 4. Prohibited Conduct

Acts of corruption and bribery of domestic or foreign Government Officials (defined below) are unlawful and may be punishable by imprisonment and/or fines. Among other applicable laws, the FCPA makes it illegal for U.S. persons and companies, their directors, officers, employees, shareholders, agents, and any persons or entities acting on their behalf, as well as any persons or entities acting from within the United States, to bribe or attempt to bribe a foreign Government Official.

Corruption and bribery can also occur in certain commercial business-to-business relationships. Certain laws and regulations in the United States and other countries prohibit offering, promising, giving, requesting, receiving, accepting, or agreeing to accept money or anything of value, in exchange for an improper business advantage. Examples of prohibited conduct may include, without limitation, providing expensive gifts, lavish hospitality, kickbacks, or investment opportunities to improperly induce the purchase of goods or services.

### Prohibited conduct when interacting with Government Officials

Avangrid Representatives may not directly or indirectly attempt to or pay, offer, promise to pay, or authorize payment of Anything of Value to any Government Official (both terms defined below), or any other person, with the knowledge that the payment, offer, or promise will be passed on to any Government Official, in order to influence an official act or decision that will assist in securing an improper advantage, in obtaining or retaining business, or in directing business to any person or entity.

- a) “Anything of Value” means any item of value, including for example, without limitation: (i) money; (ii) gifts; (iii) sales of stock or other investment opportunities in other than an arm's length transaction for demonstrated fair market value; (iv) contracts or other business opportunities awarded to a company in which a Government Official holds a beneficial interest; (v) medical, educational, or living expenses, including internships; and (vi) travel, meals, lodging, donations, shopping, or entertainment expenses.
- b) “Government Official” means any officer or employee at any level of a government (U.S. or foreign) or any department, agency, or instrumentality thereof (including state-owned or -controlled companies), or any public international organization, any person acting in an official or unofficial capacity for or on behalf of a government department, agency or instrumentality, or of a public international organization, any political party or party official, or any candidate for political office.

For purposes of this Policy, the term Government Official shall also include spouses and other immediate family members of any person that qualifies as a Government Official in accordance with the above definition. Evaluating whether a person or entity is considered a Government Official can require complex analysis, and Avangrid Representatives shall consult Avangrid's Legal Services Division to resolve any questions or ambiguities prior to engaging in the contemplated conduct.

### Commercial bribery

The Avangrid Group and Avangrid Representatives may not:

- a) make, promise, or authorize a corrupt payment or provide anything of value to any private person to influence that person to provide an unlawful business advantage to the Avangrid Group; or
- b) solicit, agree to accept, or receive payment or anything of value as an improper incentive in connection with the Avangrid Group's business.

### Health and safety

The prohibitions under this Section 4 do not apply to a situation in which Avangrid Representatives are required to provide Anything of Value to avoid a credible risk to personal health or safety. Although any such situation should be avoided to the maximum extent possible, neither the FCPA nor Avangrid prohibits forced or extorted payments in such circumstances. If it

is not possible to obtain prior approval under such circumstances, Avangrid's Compliance Unit shall be informed as soon as the circumstances allow it.

#### Guidelines

In support of this Policy, Avangrid's Compliance Unit is authorized to develop guidelines, protocols, procedures other internal rules to help Avangrid Representatives identify and prevent situations that could violate this Policy.

## **5. Rules for Known Risk Areas**

### Promotion or demonstration of products or services

Under certain circumstances, providing Anything of Value to Government Officials directly related to: (i) the promotion or demonstration of the Avangrid Group's products or services; or (ii) the performance of a particular Avangrid Group contract with a government, public international organization, or instrumentality, may be permissible. Such payments must be bona fide, reasonable, fully documented, supported by original receipts, and accurately recorded in the Avangrid Group's books and records.

To ensure compliance with all applicable requirements, the written authorization of Avangrid's Compliance Unit is required before providing Anything of Value to a Government Official for such purposes.

### Gifts, meals, entertainment and travel

Gifts, meals, entertainment and travel may only be provided to Government Officials to the extent (i) permitted under applicable laws and regulations, and (ii) in compliance with the criteria and approval requirements set forth in the Code of Business Conduct and Ethics and Avangrid's rules on gifts and hospitality. Avangrid's Compliance Unit is entrusted with the duty of developing and maintaining such rules and ensuring that they are consistent with the FCPA and other applicable anti-corruption laws. Gifts, meals, entertainment and travel may never be provided to a Government Official to induce or influence that Government Official to use his or her official position to obtain or retain business or to secure any other improper advantage.

Gifts, meals, entertainment or travel provided to any person other than a Government Official shall also comply with applicable laws and regulations, and the criteria and approval requirements set forth in the Code of Business Conduct and Ethics and Avangrid's rules on gifts and hospitality. The acceptance of gifts, meals, entertainment or travel by Company Representatives shall also be in compliance with the foregoing criteria and approval requirements. Gifts and hospitality that could be viewed as improperly influencing, or appearing to improperly influence, the recipient's decision-making shall be avoided.

### Facilitation payments

The conduct prohibited under Section 4 of this Policy shall include facilitation or expediting payments (i.e., payments made for the purpose of expediting or securing routine, non-discretionary governmental action by a Government Official).

Exceptions to the foregoing restriction for foreign Government Officials may be authorized by Avangrid's Compliance Unit on a case-by-case basis. Prior written approval by Avangrid's Compliance Unit is required for such payments, and Avangrid's Compliance Unit may approve a payment only if such payments would not violate the anti-corruption provisions of the FCPA, the FEPA, or any other applicable anti-corruption law. The expense for a facilitation payment must be properly and accurately recorded in the Avangrid Group's books and records.

In no case may facilitation payments be made within the United States or to any U.S. Government Official.

### Charitable Donations

Avangrid believes in contributing to the communities in which it does business and permits reasonable donations to domestic or foreign charities and to other recipients either *ad hoc* or under a social investment program. However,

charitable donations may not be used to disguise illegal payments to Government Officials. Accordingly, any request by a Government Official that the Avangrid Group donate to a particular charity is generally disfavored.

All charitable donations on behalf of the Avangrid Group shall comply with the internal rules for donations, including appropriate due diligence, as required by Avangrid's Compliance Unit. Prior written approval by Avangrid's Compliance Unit must be obtained before making charitable donations on behalf of the Avangrid Group in accordance with the requirements of the Sponsorships, Donations, and Other Social Contribution Rules.

### Political Contributions

Under no circumstances shall Avangrid Group funds be used to make political contributions to political parties or candidates in countries other than the U.S., even if such contributions are permitted by the laws of the respective country. Contributions made within the U.S. are covered by the Political Education and Contributions Protocol.

In compliance with U.S. Law, Foreign Nationals (foreign governments, foreign political parties, foreign corporations, foreign associations, foreign partnerships, individuals with foreign citizenship and immigrants not lawfully admitted for permanent residence) are expressly forbidden from participating in decision making related to political contributions.

This Policy is not intended to discourage or prohibit employees from voluntarily making personal political contributions, from participating in the political process on their own time and at their own expense, from expressing their personal views on legislative or political matters, or from otherwise personally engaging in political activities.

### Mergers and acquisitions

Whenever the Avangrid Group pursues a merger or the acquisition of any business entity or business asset, the due diligence process associated with the proposed business combination shall include a review of the risks of the other entity in relation to corruption, including history of compliance with the FCPA, the FEPA, and other applicable anti-corruption laws, and a review of the entity's compliance systems.

The resulting business combination should be promptly integrated into the Governance and Sustainability System and Compliance Program.

The foregoing due diligence and post-acquisition integration shall be conducted in accordance with Avangrid's protocols on corporate transactions.

### Joint ventures

Whenever the Avangrid Group elects to pursue work through a joint venture, partnership, or teaming arrangement, due diligence shall be conducted on the prospective partner to determine its reputation, beneficial ownership, professional capability and experience, financial standing, credibility, and history of compliance with the FCPA, the FEPA, and other applicable anti-corruption laws.

Adequate safeguards for compliance with the anti-corruption principles set forth in this Policy shall be implemented in accordance with Avangrid's protocols on corporate transactions.

### Consultants, agents, sponsors, and other representatives

Whenever the Avangrid Group seeks to engage or retain a consultant, agent, sponsor, or other third-party representative in connection with any business being sought or transacted, or service being rendered, outside the United States, due diligence shall be conducted to assess potential anti-corruption risks. The due diligence shall examine, among other things, the third party's business reputation, beneficial ownership and potential relationships with foreign Government Officials, professional capability and experience, financial standing, credibility, clientele, and history of compliance with the FCPA, the FEPA, and other applicable anti-corruption laws. Avangrid's Compliance Unit shall maintain a list of "red flags" which may signal potential corruption risks when engaging third parties for consideration when conducting anti-corruption due diligence on the third parties. Consultants, agents, sponsors and other representatives shall expressly accept and abide by the anti-corruption principles set forth in Avangrid's Supplier Code of Ethics.

## Contracts

Unless otherwise approved in writing by Avangrid's Legal Services Division, (a) all contracts with consultants, agents, sponsors, and other third party representatives, (b) all joint venture, partnership or teaming arrangements, and related shareholder agreements, and (c) all agreements for the acquisition of entities or business assets, shall include provisions approved by Avangrid's Legal Services Division concerning compliance with the FCPA, the FEPA, and other applicable anti-corruption laws, and mitigation of corruption risk.

## **6. Due Diligence, Training, Reporting and Enforcement**

- a) Avangrid's Compliance Unit will monitor legal developments concerning anti-corruption laws, and related changes in Avangrid Group's activities and industry, for the purposes of reviewing and amending this Policy.
- b) Avangrid's Compliance Unit shall conduct periodic risk assessments that consider the FCPA, the FEPA, and other applicable anti-corruption laws.
- c) Appropriate anti-corruption training shall be provided to all Avangrid Group officers, directors, employees and third parties, as needed.
- d) Avangrid Representatives shall report any known or suspected violation of this Policy immediately to Avangrid's Compliance Division or Legal Services Division. Known or suspected violations may also be reported anonymously through the Helpline. Such reports shall be investigated pursuant to Avangrid's Code of Business Conduct and Ethics and its strict prohibition against retaliation.
- e) The Avangrid Group has a "zero tolerance" policy for retaliation against Avangrid Representatives who report known or suspected violation of this Policy in good faith and punishment, penalties and all other forms of retaliatory action are strictly prohibited.
- f) Violation of this Policy by Avangrid Group officers, directors or employees will result in appropriate disciplinary action, up to and including termination. Appropriate actions shall also be taken in the event of violation of this Policy by any agent or third party acting on behalf of the Avangrid Group.



# Internal Reporting and Whistleblower Protection Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Internal Reporting and Whistleblower Protection Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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 is committed to adhering to the principles of integrity, honesty and social responsibility. Avangrid’s actions should reflect the highest standards of ethical behavior and compliance with the law and with its Governance and Sustainability System and, in particular, with its Code of Business Conduct and Ethics. This Policy, together with the Anti-Corruption Policy adopted by the Board of Directors, articulates Avangrid’s commitment to preventing fraudulent or illegal conduct, maintaining effective mechanisms for communication and awareness-raising among directors, officers and employees, and developing and maintaining a corporate culture of ethics and honesty. This Policy contributes to the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations.

To further develop and support the principles set forth in this Policy, Avangrid has implemented a set of measures designed to prevent, detect and react to possible crimes, which shall also cover the prevention and control of other fraud, administrative violations, and serious irregularities (the “Crime Prevention Program”). This program is intended to demonstrate to Avangrid’s external stakeholders, including governmental authorities, that the Avangrid Group effectively complies with its duties of supervision, monitoring and control by establishing appropriate measures to prevent crimes or to significantly reduce the risk of commission thereof. Additionally, the Crime Prevention Program is intended to strengthen the existing commitment to work against all forms of fraud and corruption, including extortion and bribery of public officials or other persons. The Crime Prevention Program includes action and supervision protocols designed to reduce the risk of commission of criminal wrongs and fraudulent activities in general (*i.e.*, conduct that is illegal or contrary to Governance and Sustainability System including the Code of Business Conduct and Ethics), supplemented by effective and permanent control systems that may be updated as required.

This Policy also provides an avenue for employees and other stakeholders to make good faith reports about accounting, internal accounting controls or auditing practices, as well as good faith reports about possible or suspected violations of the Code of Business Conduct and Ethics, including those related to the Foreign Corrupt Practices Act, the Foreign Extortion Prevention Act, the Sarbanes-Oxley Act, and the Dodd-Frank Act. Avangrid prohibits retaliation against individuals for making such reports in good faith or for participating in an investigation of any such report.

## 2. Scope

This Policy shall apply to all directors, officers and employees of the Avangrid Group. Furthermore, all third persons acting as representatives of the Avangrid Group shall, to the extent possible, promote the implementation of crime prevention programs within their own organizations.

## 3. Principles

The principles governing Avangrid's actions to prevent fraudulent and illegal acts shall include the following:

- (a) Avangrid will continuously review and update its developed set of integrated and coordinated actions to prevent and combat the possible commission of fraudulent or illegal conduct by any director, officer or employee of the Avangrid Group. This includes compliance with the Anti-Corruption Policy, General Risk Control and Management Policy, Sustainable Development Policy, Code of Business Conduct and Ethics, and Supplier Code of Ethics adopted by the Board of Directors.
- (b) Avangrid will create a transparent environment including respect for free market competition, integrating the various systems developed to prevent crimes, any improper, illegal, fraudulent conduct, corruption or conduct which is contrary to law or the Governance and Sustainability System and maintaining appropriate internal channels to encourage the reporting of such possible conduct. This includes the Ethics and Compliance Helpline ("Helpline"), which allows directors, officers and employees of the Avangrid Group and other interested third parties to report financial or accounting improprieties, other conduct that may entail a breach of Avangrid's Governance and Sustainability System, or the commission of any act contrary to the law or to the rules of the Code of Business Conduct and Ethics.
- (c) Avangrid Group directors, officers and employees at all times will act in compliance with applicable laws and within the framework established by the Code of Business Conduct and Ethics, as well as pursuant to internal Avangrid rules and regulations.
- (d) Avangrid Group directors, officers and employees will foster a preventative culture based on the principle of "zero tolerance" for fraudulent or illegal conduct or corruption and on the highest principles of ethical and responsible behavior by all representatives of the Avangrid Group.
- (e) Avangrid will encourage that all actions and decisions made by directors, officers and employees be based substantially on four basic premises: (i) whether the action or decision is ethical; (ii) whether the action or decision is legal; (iii) whether the action or decision is in the best interests of Avangrid and the Avangrid Group; and (iv) whether the individual is prepared to assume responsibility for such action or decision.
- (f) Avangrid will ensure that the Compliance Unit has the resources required to efficiently and proactively both monitor the implementation of and compliance with this Policy.
- (g) Avangrid will develop and implement appropriate procedures and preventative measures for the control and comprehensive management of crime prevention at all companies of the Avangrid Group.
- (h) Avangrid will endeavor to prioritize proactive measures, such as compliance risk assessment, incentives and prevention and detection controls, while also maintaining and being able to rely upon effective response procedures, such as investigations, remediation, and discipline.
- (i) Avangrid will promptly investigate any allegation of fraudulent or illegal conduct and, to the extent feasible, ensure confidentiality to the reporting party and the person(s) investigated. In addition, Avangrid will fully cooperate with appropriate government investigations, with coordination at the direction of Avangrid's Legal Services Division.
- (j) Avangrid will endeavor to use fair, non-discriminatory, and reasonable disciplinary measures. Notwithstanding the foregoing, Avangrid strictly prohibits retaliation against individuals for reporting known or suspected incidents of fraudulent or illegal conduct or violations of this Policy in good faith. Punishment, penalties, and all other forms of retaliatory action are strictly prohibited.
- (k) Avangrid will notify all directors, officers and employees of the Avangrid Group regarding their duty to report any fraudulent or illegal conduct and will implement training programs for employees, and third parties where appropriate, whether in person, online or by another appropriate method, regarding the duties imposed by applicable law and this Policy.

- (l) Avangrid will impose disciplinary penalties in accordance with applicable law for conduct that contributes to preventing or impeding the discovery of crimes as well as the breach of any specific duty to inform the Compliance Unit or other control functions of violations that may have been detected.
- (m) Avangrid will provide appropriate assistance and cooperation to internal, judicial, or administrative bodies including domestic or international institutions, entities, and competition authorities regarding investigations of acts that are allegedly improper, illegal or contrary to law or the Governance and Sustainability System.
- (n) Avangrid will ensure that relationships with suppliers are based on business ethics, transparency, and honesty and will adopt and maintain appropriate due diligence measures to promote principled, sustainable and responsible business behavior throughout Avangrid's supply chains.
- (o) Avangrid will implement appropriate employee training programs and communication plans for its employees with a frequency sufficient to ensure that their knowledge of the issues covered by this Policy remains current. Annual employee ethics training and supplemental compliance trainings shall include instruction around the operation of Avangrid's reporting mechanisms and protective measures against retaliation.

## **4. Control, Evaluation, and Review**

### Control

Avangrid's Compliance Unit (the "Compliance Unit") is responsible for ensuring compliance with this Policy and monitoring the effectiveness of the principles set forth herein. The Compliance Unit, under the oversight of the Governance and Sustainability Committee, shall be responsible for ensuring effective implementation and development of, and compliance with, the Crime Prevention Program. For such purposes, the Compliance Unit shall have the power of initiative, independence and control required to oversee such responsibilities, ensuring that the Crime Prevention Program responds to the needs and circumstances of Avangrid and that the disciplinary system appropriately penalizes the breach of the measures provided for in the program.

The Compliance Unit and its associated processes shall be reviewed periodically to incorporate industry best practices and to ensure the dissemination, implementation and monitoring of conduct set out in this Policy. In support of this, the Compliance Unit incorporates the highest standards of independence and transparency and shall be chaired by an experienced and qualified individual who is independent and does not have a material relationship with the Avangrid Group.

The foregoing is without prejudice to such bodies or units specifically focusing on the control of criminal or fraudulent activities as it may be necessary or advisable to create at certain companies of the Avangrid Group in order to comply with the industry-specific or local laws in which such Avangrid Group member carries out its respective activities. Relations shall be established with such bodies or units for coordination purposes as appropriate pursuant to the respective applicable law.

### Evaluation

At least once annually, the Compliance Unit shall evaluate the compliance with and effectiveness of this Policy, of the Crime Prevention Program, or elements thereof. If there are significant violations of the program or material changes in the organization, the structure of control, or the activities carried out by the Avangrid Group, the Compliance Unit shall assess whether amendment or modification of this Policy and/or the Crime Prevention Program is appropriate.

### Review

The Governance and Sustainability Committee shall periodically review this Policy and shall propose to the Board of Directors such changes, amendments or updates that may be necessary or advisable to the development and ongoing improvement thereof, taking into account any suggestions or proposals made by or through the Compliance Unit.

## **5. Avangrid's Internal Reporting System**

Avangrid is committed to creating an environment of transparency and fostering respect for the law and the rules of conduct established in the Code of Business Conduct and Ethics by its directors, officers, employees and its suppliers. To that end, Avangrid has implemented an internal reporting system to encourage directors, officers, employees and third parties to report suspected fraudulent or illegal conduct or any other conduct that may entail a breach of Avangrid's Governance and Sustainability System, including the commission of any act contrary to the law or to the rules of the Code of Business Conduct and Ethics. The Compliance Unit is responsible for managing Avangrid's internal reporting system.

Avangrid's internal reporting system is designed and managed in a secure manner to ensure: (1) that Avangrid maintains internal reporting channels, which allow directors, officers, employees or other interested third parties to report any crimes, conduct, or acts that are allegedly improper, illegal, or contrary to law or to the Governance and Sustainability System; (2) the confidentiality of the identity of any whistleblower and, to the extent feasible, of any third party mentioned in a report; (3) the protection of personal data, including preventing access to the content of the investigation by unauthorized personnel; and (4) that the reports submitted through the internal reporting channels can be dealt with effectively within Avangrid. Communications through the internal reporting system may be made anonymously and shall be processed, and investigated where appropriate, in accordance with procedures established pursuant to the Regulations of the Compliance Unit and related Compliance Unit protocols for reporting to the Avangrid Governance and Sustainability Committee.

Avangrid employees are obligated to make reports about any of the following:

- (a) Unethical business conduct or a violation or suspected violation of any Avangrid policy including the Code of Business Conduct and Ethics;
- (b) A violation or suspected violation of state or federal law;
- (c) A violation or suspected violation of accounting standards, internal accounting controls or audit matters; or
- (d) Substantial specific risks to the employee's, or public's, health and safety.

Avangrid employees can make reports to their managers, the People and Organizations Division, the Compliance Division, members of the Avangrid leadership team, or through the Helpline. The Helpline is available for all Avangrid directors, officers, employees, suppliers and other third parties to make anonymous reports by telephone toll-free and by direct online submission. The Compliance Unit is responsible for overseeing the operation of the Helpline under the direction of the Governance and Sustainability Committee. The Helpline is staffed by an independent service provider 24 hours a day, every day, and can be accessed at the following:

**Toll-free:** 877-606-9171

**Online:** [avangrid.com/speakup](https://www.avangrid.com/speakup)

Once a report is made through the Helpline, the independent service provider who manages the Helpline will submit a written report to the Compliance Division. The Compliance Division will then follow-up on the report and initiate an investigation if appropriate, referring the matter internally to an Avangrid investigator with appropriate subject matter expertise. The report and the investigation details will be kept confidential, subject to legitimate business need.

The Audit Committee ("AC") shall also be notified of reports that could have a material impact on Avangrid's financial statements or internal controls. For these purposes, the Compliance Unit shall inform the AC of the report and provide documentation it may request in relation to the investigation.

For reports involving a director or officer of the company, Avangrid will retain an independent investigator consistent with the procedure outlined in Compliance Unit protocols for reports to the Avangrid Governance and Sustainability Committee. Similarly severe allegations that may materially impact Avangrid will be expedited to the Governance and Sustainability Committee of the Board of Directors consistent with such protocols. Employees who (i) commit such severe violations; (ii) are aware of such violations and fail to report them; or (iii) make a report of a malicious nature or based solely on rumor, gossip, or knowingly false information, will be subject to disciplinary action up to and including termination of the relationship with Avangrid. Adverse action will not be taken against an employee who it is found made a good-faith report.



## 6. Whistleblower Protection and Safeguards

Speaking up is key to the success of the Avangrid compliance program and protecting Avangrid. Avangrid strictly prohibits retaliation against individuals who report violations in good faith pursuant to this Policy. Avangrid, its directors, officers, employees, and third party contractors are prohibited from taking any retaliatory actions against any person within the Avangrid Group or third party who makes a report, or anyone who assists the whistleblower in making their report.

Retaliation may include direct or indirect actions, including any negative job-related action such as demotion, discipline, termination, salary reduction, or detrimental job or shift reassignment. The following actions also can be considered forms of retaliation depending on the particular facts and circumstances:

- (a) Suspension of an employment contract, dismissal or termination of employment or relevant relationship with the Avangrid Group;
- (b) Imposition of any disciplinary measure;
- (c) Demotion or denial of promotion or any other material change in working conditions;
- (d) Decision to not convert a temporary employment contract into a permanent one;
- (e) Reputational damage;
- (f) Financial loss;
- (g) Coercion, intimidation, harassment or ostracism;
- (h) Negative evaluation or references regarding work or professional performance;
- (i) Blacklisting or dissemination of information intending to make it difficult for such person to be employed or hired elsewhere;
- (j) Denial or revocation of a license or permit;
- (k) Denial of training or participating in group events; and
- (l) Any form of discrimination or unfavorable or unfair treatment.

# Corporate Tax Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. (the “Iberdrola Group”). The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Corporate Tax Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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 is committed to the application of good tax practices and compliance with applicable tax laws and regulations and seeks the coordination of the tax practices followed by the companies of the Avangrid Group within the framework of its Governance and Sustainability System.

## 2. Principles

Compliance by the Avangrid Group with its tax obligations and its relations with tax authorities shall be governed by the following principles:

- a) Compliance with all applicable tax laws and regulations in the various jurisdictions in which the Avangrid Group operates and timely payment of all taxes due and owed (taking into account all applicable extensions).
- b) The continuing assessment and management of significant tax risks based on a reasonable interpretation of applicable legal provisions and in close relationship to the activities of the businesses of the Avangrid Group.
- c) Ensuring that the Avangrid Group’s payment of taxes bear an appropriate relationship to the structure and location of activities, resources and business risk of the Avangrid Group.
- d) The strengthening of the relationship with tax authorities based on respect for the law, fidelity, reliability, professionalism, cooperation, reciprocity and good faith, without prejudice to the legitimate disputes that, observing the aforementioned principles and in the defense of the corporate interest, may arise with such authorities concerning the interpretation of applicable legal provisions.
- e) The provision of timely and accurate information to decision-making bodies of the Avangrid Group on the material tax implications of transactions or matters.
- f) Recognition that a key contribution of the Avangrid Group to the communities in which it does business is through the payment of taxes in such communities pursuant to which the Avangrid Group contributes to the achievement of goal eight (Decent Work and Economic Growth) of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations.

## 3. Tax Practices

In furtherance of the foregoing principles, the Avangrid Group will:

- a) refrain from using organizational structures adopted in bad faith exclusively for the purpose of obtaining an inappropriate tax benefit or that are intended to impede the ability of the taxing authorities from obtaining knowledge regarding the party responsible for specific taxable activities, the owner of certain assets, or rights involved in a specific transaction;
- b) not create or acquire entities that are residents in tax havens or jurisdictions included in the European Union's list of non-cooperative tax jurisdictions for the exclusive purpose of obtaining a tax benefit or avoiding a tax penalty;
- c) implement the best practices generally followed in the United States, in consultation with counsel and other advisors;
- d) cooperate in good faith with applicable taxing authorities undertaking investigation and/or inspection proceedings regarding Avangrid Group's tax practices and in the detection and investigation of fraudulent tax practices by others, in consultation with counsel and other advisors; and
- e) provide all relevant tax-related information and documents requested by taxing authorities in a timely manner to the extent the Avangrid Group does not, in consultation with counsel, legitimately dispute the relevance or legality of such request.

#### **4. Administration and Reporting**

The Audit Committee of the Board of Directors (the "Committee") is responsible for ensuring compliance with this Policy, which may be delegated in the sole discretion of the Committee. The Avangrid Group shall adopt control mechanisms necessary to ensure compliance with tax laws and regulations and with the principles set forth above, as part of an appropriate business management, and management shall ensure that the Avangrid Group has the appropriate resources for such purposes. The head of the Tax Division of the Avangrid Group shall report to the Committee on an annual basis regarding the Avangrid Group's compliance with this policy. Additionally, the Committee will report to the Audit and Risk Supervision Committee of the Board of Directors of Iberdrola, S.A. on compliance with this Policy in accordance with the Corporate Tax Policy of Iberdrola, S.A.

The Avangrid Group is committed to transparency in relations and in communication with its stakeholders and, where appropriate, participates in the Iberdrola Group disclosure of relevant tax matters and its tax contributions by the group of companies controlled by Iberdrola, S.A.

# Personal Data Privacy Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. (the “Iberdrola Group”). The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Personal Data Privacy Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

In the context of the Avangrid Group’s business activities, the Avangrid Group processes personally identifiable information (“PII”) from different groups of stakeholders such as customers, employees and suppliers. Avangrid recognizes the importance of proper use and handling of the PII acquired, used, stored, destroyed or disclosed in the course of the Avangrid Group’s business activities. This Policy sets forth the general principles that will guide the processing of PII by the Avangrid Group and the basic framework for the distribution of privacy compliance related responsibilities within the different Avangrid Group divisions. This Policy does not, and is not intended to, describe the specific privacy practices of the Avangrid Group, but sets forth the general principles that guide the Avangrid Group’s approach towards privacy compliance. This Policy is not, and should not be construed as, a privacy notice, statement or disclosure. This Policy contributes to the achievement of goal eight (Decent Work and Economic Growth) and goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations.

## 2. Principles

Avangrid Group companies shall comply with all applicable privacy laws and regulations in relation to the processing of PII. In addition, the Avangrid Group shall consider the following general principles when processing PII:

- a) **Management.** Define, document, communicate and assign accountability for privacy practices.
- b) **Notice and Purpose Specification.** When required by applicable law or otherwise considered appropriate by the Avangrid Group, provide notice about privacy practices, including identifying the purposes for which PII is collected, used, retained and disclosed.
- c) **Choice and Consent.** When required by applicable law or otherwise considered appropriate by the Avangrid Group, describe the choices available to stakeholders and obtain implicit or explicit consent with respect to the collection, use and disclosure of PII.
- d) **Collection Limitation.** When required by applicable law or otherwise considered appropriate by the Avangrid Group, limit the collection of PII to information needed for legitimate business needs and purposes and any other purposes that may be specified in a privacy notice. If stakeholders have been provided with a privacy notice identifying the purposes for which specific PII is collected, the Avangrid Group shall only collect the specified PII for purposes that are consistent with the privacy notice.
- e) **Transparency.** The Avangrid Group shall be transparent about its practices with respect to the processing of PII.
- f) **Use, Retention and Disposal.** When required by applicable law or otherwise considered appropriate by the Avangrid Group, limit the use of PII to legitimate business needs and purposes and any other purposes identified in any applicable privacy notice. When appropriate, the Avangrid Group shall retain PII for only as long as necessary to



fulfil legitimate business needs or stated purposes or as required by law or regulations, and thereafter appropriately dispose of such information.

- g) Access. When required by applicable law or otherwise indicated in any applicable privacy notice, provide stakeholders with appropriate access to their PII for review, verification and correction.
- h) Portability. When required by applicable law or otherwise indicated in any applicable privacy notice, provide stakeholders with appropriate portability of their PII.
- i) User Limitation and Disclosure to Third Parties. Avangrid Group employees' right to access PII shall appropriately account for whether the employee "needs to know" and/or "needs to have" access to the PII to fulfil job responsibilities.

The Avangrid Group may disclose PII to third parties, including, without limitation, to (i) affiliates, (ii) contractors, service providers, and other third parties used to support the Avangrid Group's business, (iii) any successor or assignee, or (iv) as required by applicable law or mandate. As appropriate, privacy notices provided by the Avangrid Group shall describe the type of third parties that could be given access to specific PII and the circumstances thereof. When contracting with third parties that may access PII, the Avangrid Group shall take appropriate measures to assess, monitor and control the risks associated with the processing of PII by such third party.

- j) Security for Privacy. The Avangrid Group shall have in place appropriate technical and organizational security measures that aim to protect PII against unauthorized access or acquisition. In the event of a data security breach, the Avangrid Group shall take appropriate steps to comply with applicable breach notification and reporting requirements.
- k) Data Quality. Take reasonable steps to maintain accurate and relevant and, where necessary, up-to-date PII.
- l) Monitoring and Enforcement. Regularly monitor compliance with privacy procedures and practices.

The general principles set forth in this Policy shall also be considered when developing and implementing internal procedures and rules and when designing and implementing systems containing PII.

### 3. Organization

Avangrid's Corporate Security Division shall be responsible for (i) supervising the implementation of this Policy by the Avangrid Group, (ii) developing and maintaining, with the support of Avangrid's Legal Services Division, appropriate privacy procedures, rules and practices, and (iii) monitoring compliance by the Avangrid Group of this Policy and any applicable privacy procedures, rules and practices. Avangrid's Legal Services Division shall be responsible for monitoring material developments concerning privacy laws and regulations, as well as informing Avangrid's Corporate Security Division of such material developments. Avangrid's technology divisions shall be responsible for implementing appropriate technology controls and developments.

As appropriate, the business and corporate function divisions of the Avangrid Group shall identify data owners and shall process PII in accordance with the principles set forth in this Policy and any applicable privacy procedures, rules and practices. Members of Avangrid's Corporate Security Division participate in the Iberdrola Group cybersecurity committees, which assist with coordination across the Iberdrola Group and the implementation of best practices in personal data protection and risk management.

This basic framework for the distribution of privacy compliance related responsibilities within the different Avangrid Group divisions may be further developed or supplemented by other internal frameworks, procedures, or rules.

# Competition Law Compliance Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Competition Law Compliance Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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 is committed to fully complying with all laws that apply to our businesses including those related to free competition and antitrust. This Policy articulates Avangrid’s commitment to participating in a free-market economy that allows for the success of efficient and innovative participants.

Certain corporate actions, including those involving competitors, customers, members of the supply chain, output, sales, and pricing, can potentially raise antitrust issues. This Policy is intended to help you recognize the kinds of conduct that antitrust and competition laws address and enable you to identify when you should seek advice from the Avangrid Legal Services Division.

This Policy **should not be considered a comprehensive explanation of antitrust law** and is not designed to make you an expert in the area. In fact, this Policy is in many cases **stricter than the law itself** to help Avangrid and its directors, officers, and employees avoid even the appearance of a legal violation. Antitrust laws are complex, nuanced, and heavily influenced by economics.

## 2. Principles

The following agreements among competitors are prohibited without exception:

Creating a verbal or written agreement with a competitor to fix prices, restrict output, allocate markets, rig bids, enter into a group boycott, fix employee wages or other terms of employment or not solicit employees, or similar anti-competitive agreements. “Competitors” in the context of employment-related agreements means any company with whom Avangrid competes for employees, regardless of whether the company otherwise competes with Avangrid for products and services.

Anti-Competitive Practices may include the following if they are likely to harm competition:

- (a) Exchanging sensitive confidential information with a competitor (directly or indirectly through industry conferences), including information regarding pricing, credits, discounts, terms of sale, capacity, production forecasts, current trading conditions, commercial strategies, identities of customers or suppliers, details of negotiations with retailers, or wage or salary information (even through participation in salary surveys);
- (b) Participating in anti-competitive dealings with customers or suppliers including restrictions on the resale of a company’s products, exclusive territories, customer restrictions, or price discrimination;

- (c) Participating in corporate transactions such as mergers, acquisitions, or joint ventures that may have anti-competitive impacts; and
- (d) Gaining or maintaining a monopoly position through practices that violate the law because they are deemed predatory or exclusionary.

The following principles will govern the Avangrid Group's actions to support free competition:

- (a) Avangrid will foster a preventative culture based on the principle of "zero tolerance" towards Anti-Competitive Practices;
- (b) Avangrid will compete freely and fairly in the marketplace and avoid Anti-Competitive Practices;
- (c) Avangrid will develop and strengthen a culture of compliance with competition law and commitment to promoting free and fair competition;
- (d) Avangrid will develop and implement appropriate controls and procedures for the identification, control, mitigation and prevention of Anti-Competitive Practices, including the development and implementation of training and communication plans;
- (e) Avangrid will maintain an Ethics and Compliance Helpline enabling any director, officer, employee or other interested third party to confidentially report any conduct that may involve Anti-Competitive Practices or other alleged breach of this policy; and
- (f) Avangrid will promptly investigate any allegation of Anti-Competitive Practices and fully cooperate with appropriate government investigation, with coordination being directed through Avangrid's Legal Services Division.

It is the obligation of every Avangrid director, officer, and employee to adhere to this Policy.

**Violations of the U.S. antitrust law may result in severe penalties, including imprisonment for individuals, substantial fines, damage to Avangrid's reputation, and disciplinary action.**

For any questions regarding this Policy please contact Avangrid's Legal Services Division.

# **Book Five – Corporate Governance**

Part II. Resiliency, Innovation and  
Transformation Policies



# Operational Resiliency Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. (the “Iberdrola Group”). The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Operational Resiliency Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

This Policy seeks to protect Avangrid critical business operations by providing the framework for a consistent, planned, and coordinated response to internal and external disruptive circumstances, events, or crises of any nature that might unexpectedly involve a significant degradation or disruption in the normal operations of Avangrid. The underlying purpose of operational resilience at Avangrid is to preserve the organization in the face of disruptive situations that put essential aspects of the organization at risk, and it includes Avangrid’s viability, limiting the impact of the event to the extent possible, reestablishing a situation of stability in the shortest possible time, and adopting appropriate lessons and improvements. Operational resilience includes both business continuity and crisis management practices and procedures.

## 2. Principles

To achieve these goals, the Avangrid Group shall:

- a) implement a resilience office to define the continuity strategies and plans necessary to minimize the impact of disruptive events or crises that might affect business continuity and resilience.
- b) establish a comprehensive management process to lead, direct, and control the activities of the Avangrid Group in response to disruptive events or crises.
- c) assess internal and external social, economic, legal, political, cultural, technological, and competitive aspects along with internal capacities, resources, and decision-making processes to address disruptive events or crises.
- d) promote the continuous improvement of operational resiliency processes by measuring, evaluating, and reporting on the performance and effectiveness of the results of Avangrid Group operational resiliency plans.
- e) allocate appropriate resources for the performance of the duties and responsibilities established in Avangrid Group operational resiliency plans.
- f) promote an inclusive culture of operational resiliency and awareness through various training and socialization opportunities across Avangrid.
- g) adopt any mechanisms necessary to comply with applicable law regarding Avangrid Group operational resiliency plans.
- h) through Iberdrola’s Operational Resilience Model, implement a formal, documented and measurable management system that defines the framework of activities for the operational resiliency plans in the Avangrid Group, endeavoring to ensure continuous improvement in order to achieve its goals.

# Innovation Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Innovation Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

Innovation is one of Avangrid’s core corporate values and is critical to the success of Avangrid’s businesses and activities. The Board of Directors believes that innovation is key to a sustainable energy future and continuing to provide reliable, valuable, and affordable services to our customers. Avangrid seeks to be a leader in innovation within the energy sector, using innovation to improve reliability, increase digitalization, reduce environmental impact, and increase efficiency. This Policy sets principles to guide innovation efforts across the Avangrid Group, which will be carried out across all business areas and by the Innovation Division reporting to the Chief Executive Officer and reflects Avangrid’s commitment to achievement of goal nine (Industry, Innovation and Infrastructure) and goal eleven (Sustainable Cities and Communities) of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations.

## 2. Principles

To achieve Avangrid’s innovation goals, Avangrid will:

- a) lead innovation in clean energy technologies that contribute to a low-carbon economy and work to deliver a more accessible clean energy model that promotes healthier, more sustainable communities;
- b) undertake research, development and innovation activities that focus on the improvement of reliability, reduction of environmental impacts, enhancement of efficiency, and development of new products and services that address customer needs;
- c) continue to drive the digital transformation of the Avangrid Group’s businesses in order to improve reliability and efficiency and reduce impact on the environment;
- d) encourage a “Culture of Innovation” across the Avangrid Group and promote a motivating work environment that engages all employees and promotes and rewards their innovative ideas;
- e) incorporate innovation into employee training through programs that encourage and help develop creativity-related skills;
- f) implement an innovation management system including establishing annual innovation targets and objectives as part of a continuous improvement process and managing human resources as critical pillars of the innovation process;
- g) monitor technological developments to identify opportunities and challenges for the businesses and the need for innovation that will allow the Avangrid Group to anticipate technological changes in the market;
- h) foster cooperation and alliances with the academic community and other innovating third parties;

- i) share internally the knowledge gained so that the entire organization can benefit from the innovation process and development of best practices;
- j) protect the results of the innovation process by adequately and ethically managing intellectual and industrial property and respecting third parties' intellectual and industrial property rights, including without limitation information or knowledge considered to be a trade secret, and encouraging fair competition;
- k) support innovations that provide added value to customers and contribute to the satisfaction of shareholders, customers, employees, and other stakeholders;
- l) enable the implementation of innovative technologies and solutions with available and competitively obtained external funding from federal and state sources; and
- m) cooperate and coordinate with Iberdrola's Innovation Sustainability and Quality Division within the Iberdrola Group's governance framework to foster the continuous open dissemination and sharing of innovation practices, solutions and technologies across the Iberdrola Group's operations.

# Quality Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Quality Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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 is committed to creating long-term sustainable value for our stakeholders and providing safe, affordable, reliable, and quality service for our customers through the use of environmentally-friendly energy sources. We believe that the outstanding management of all of our processes and resources is an essential tool in the creation of shared value for customers, shareholders, employees, and other stakeholders. The Board of Directors has adopted this Policy to set a framework for these commitments and reflects Avangrid’s commitment to contributing to the achievement of goal seven (Affordable and Clean Energy), goal nine (Industry, Innovation and Infrastructure), and goal twelve (Responsible Consumption and Production) of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations.

## 2. Principles

In furtherance of Avangrid’s commitment to achieve our quality objectives, the following principles will guide the Avangrid Group’s strategy and actions:

- a) develop and maintain procedures to define the expectations of the Avangrid Group’s customers and other relevant stakeholders.
- b) provide quality service that meets or exceeds the expectations of the Avangrid Group’s customers and other relevant stakeholders.
- c) foster a culture of operational excellence, continuous improvement, and excellence in management in order to increase competitiveness and the creation of long-term value for shareholders, employees and other stakeholders.
- d) maintain and continuously improve a quality management system.
- e) engage all Avangrid Group employees in the promotion of quality through teamwork, the effective dissemination of information, training and internal communications, and recognition of achievements.

## 3. Relations with Iberdrola, S.A. Innovation, Sustainability and Quality Division

To the extent permissible under applicable law, the Governance and Sustainability System and in order to foster a culture of operation excellence and continuous improvement in Avangrid’s quality management system, Avangrid will coordinate with the Iberdrola S.A. Innovation, Sustainability and Quality Division with respect to matters related to global quality management and the Iberdrola, S.A. quality model.



# Policy on the Responsible Development and Use of Artificial Intelligence Tools

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Policy on the Responsible Development and Use of Artificial Intelligence Tools (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

The purpose of this Policy is to establish general principles and guidelines to govern the design, development and application of artificial intelligence tools, defined as any automated system designed to function with different levels of autonomy and which may, with explicit or implicit aims, generate results such as predictions, recommendations or decisions, which in turn influence physical or virtual environments. It also has the purpose of regulating the responsible use of these tools, ensuring compliance with applicable law, the Purpose and Values of the Avangrid Group, the Code of Business Conduct and Ethics, and the other rules that form part of the Governance and Sustainability System. This Policy establishes the principles and guidelines to ensure the responsible, transparent, secure and trustworthy use of artificial intelligence systems by Avangrid and reflects Avangrid’s commitment to achievement of goal nine (Industry, Innovation and Infrastructure) and goal eleven (Sustainable Cities and Communities) of the Sustainable Development Goals (SDGs) approved by the member states of the United Nations.

## 2. Principles

The Avangrid Group’s use of artificial intelligence tools will be governed by the following principles:

- a) artificial intelligence systems should be developed and used as tools in the service of people, fully respecting human dignity and the environment, in accordance with the technological state of art at the time so that they benefit all human beings and contribute to the achievement of the SDGs.
- b) the Avangrid Group will develop and use artificial intelligence systems responsibly, in compliance with its commitment to human rights and to the principles that inform the Purpose and Values of the Avangrid Group and the Code of Business Conduct and Ethics, facilitating human intervention in the designs when necessary to ensure effective compliance with this commitment and the principles set forth in this Policy.
- c) the Avangrid Group will ensure that the artificial intelligence systems it uses in the performance of its activities, including, without limitation, the automated processes in which the Avangrid Group uses artificial intelligence systems, foster and promote equal opportunity, diversity, inclusion and sustainability and are used in a manner that is consistent with the Purpose and Values of the Avangrid Group and the Governance and Sustainability System.
- d) the design, development and use of artificial intelligence systems used by the Avangrid Group will not discriminate on the basis of race, color, marital status, religion, sex, sexual orientation, gender identity or expression, age, national origin or ancestry, citizenship status, physical or mental disability, genetic information, veteran status, uniformed service member status or any other status protected by federal, state or local law.

- e) the design, development and use of artificial intelligence systems will be aligned with Avangrid’s innovation strategy, which seeks to keep it at the forefront of new technologies and evolving business models, by encouraging a “culture of innovation.”
- f) the Avangrid Group shall inform users of the classifications and types of information/data that may be used in artificial intelligence systems.
- g) when used by the Avangrid Group in the performance of its activities, artificial intelligence systems shall meet applicable legal requirements for privacy and data protection and shall comply with the principles contained in the Personal Data Protection Policy.
- h) the Avangrid Corporate Security Division, in collaboration with the business, shall update and implement physical and cyber security systems and mechanisms to ensure that adequate, reasonable, and effective measures are in place to protect the artificial intelligence systems from alteration, misuse or unauthorized access.
- i) Users shall receive training on the responsible use of artificial intelligence tools, including its operation and the consequences that may arise from the use of incomplete, biased algorithms.
- j) Avangrid will have adequate, reasonable and effective mechanisms in place to monitor and control the data used for the development of digital applications and the design, as well as the possible malfunction of artificial intelligence systems.
- k) Avangrid Group shall assess and maintain a list of approved artificial intelligence systems.
- l) Avangrid’s Corporate Security Division shall evaluate compliance with the provisions of this Policy at least once a year and shall report the results of its evaluation to the Audit Committee.

# Corporate Security Policy

September 26, 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 a member of the group of companies controlled by Iberdrola, S.A. (the “Iberdrola Group”). The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Corporate Security Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

This Policy seeks to protect Avangrid Group people, cyber and physical assets (including critical infrastructure), information systems, knowledge, communications systems, and privacy of processed data, while at the same time ensuring that security-related actions fully conform to applicable laws and regulations and respect human rights. This Policy contributes to the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations.

## 2. Scope

This Policy applies to the Avangrid Group, within the limits established by legislation applicable to the regulated activities in which it operates.

## 3. Principles

To achieve these goals, the Avangrid Group shall:

- a) comply with all applicable laws and regulations regarding physical, cyber, and information security and Avangrid’s Governance and Sustainability System;
- b) ensure security personnel are qualified and properly trained in security best practices, including, without limitation, privacy, human rights, disclosure requirements, forensic investigation, and the Avangrid Governance and Sustainability System;
- c) develop a preventive strategy and implement security programs that seek to protect critical infrastructure and maintain essential services provided by the Avangrid Group and minimize security risks, including, without limitation, operational-, reputational-, financial-, privacy-, and compliance-related risks;
- d) implement requirements, practices, and protocols to identify, classify, manage and protect information assets and knowledge, including without limitation trade secrets and other business confidential information;
- e) actively engage internal and external stakeholders, including customers and the supply chain, to mitigate identified security risks;
- f) optimize resources by prioritizing critical security services while complying with all legal and/or regulatory mandates;

- g) implement best practices in “threat and incident detection” and “response readiness” to mitigate risk and facilitate the appropriate escalation and reporting of incidents including incidents originating on the systems of our third-party service providers;
- h) drive innovation and deployment of technology-related solutions in security and compliance to achieve best-in-class security programs;
- i) ensure appropriate disclosure controls and procedures are implemented with respect to reporting cybersecurity incidents, including incidents originating on the systems of our third-party services providers;
- j) contribute to the promotion of a culture of security throughout the Avangrid Group through effective education, awareness and training programs;
- k) promote the protection of Avangrid people, both in their workplace and in their professional travels;
- l) promote the active fight against fraud and against attacks on the brand, image and reputation of Avangrid and its people;
- m) comply with applicable laws regarding the protection of personal data and with the provisions of the Personal Data Protection Policy;
- n) comply with the main principles of conduct established in the Operational Resilience Policy;
- o) monitor the current organizational and environmental context, as well as the evolution of events that permit the identification of the most significant security threats in order to anticipate their potential impact;
- p) provide assistance and cooperation that may be requested by the relevant security institutions and bodies, including but not limited to regulators, security forces and bodies and governmental agencies, both domestic and international.
- q) empower its Corporate Security and Resilience Division to identify, implement and evaluate the actions necessary to prepare a strategic security program (the Program) in accordance with the principles and guidelines defined in this Policy and to develop internal rules, methodologies and procedures to ensure the appropriate implementation of the Program by the Avangrid Group.



# **Book Five – Corporate Governance**

## **Part III. Risk Policies**

# General Risk Control and Management Policy

February 15, 2024

The Board of Directors of Avangrid, Inc. (“Avangrid” or the “Company”) oversees the management of Avangrid and its business with a view to enhance the long-term value of Avangrid. Avangrid is a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this General Risk Control and Management Policy (the “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy and the Company’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 inspired by and 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.

The General Risk Control and Management Policy rests upon the following pillars:

## 1. Purpose

The purpose of this Policy is to establish the basic principles and general framework for the control and management of all kinds of risks facing the Company and the Avangrid Group, and which must be applied in accordance with the mission, vision and values of the Avangrid Group approved by the Avangrid Board of Directors.

This Policy is further developed and supplemented by the Corporate Risk Policies and the Specific Risk Policies that may be established for certain businesses and/or companies within the Avangrid Group.

The head of business companies must approve within their corresponding management decision-making bodies the specific risk limits applicable to each of them and implement the control systems required to ensure compliance therewith.

## 2. Scope

This Policy applies to all companies that make up the Avangrid Group.

Excluded from the scope of this policy are listed subsidiaries, if any, which have their own Corporate Policies approved by their competent bodies.

At those companies in which Avangrid has an interest and to which this Policy does not apply, Avangrid shall promote principles, guidelines, and risk limits consistent with those established in the Policy and in its supplemental Risk Policies and shall maintain appropriate channels of information to ensure a proper understanding of risks.

## 3. Risk Factors – Taxonomies

From a general viewpoint, a risk is considered to be any threat that an event, action, or omission may prevent the Avangrid Group from reaching its objectives and successfully carrying out its strategies.

The risk factors to which the Avangrid Group is subject generally are listed below:

- a) **Corporate Governance Risks:** Avangrid accepts the need to achieve the fulfilment of the corporate interest and the sustained maximization of the economic value of Avangrid and its long-term success, in accordance with the Avangrid Group’s corporate interest, culture, and corporate vision, taking into account the legitimate public and private interests that converge in the conduct of all business activities, particularly those of the various stakeholders

and communities and regions in which Avangrid and its people act. A fundamental requirement for the foregoing is compliance with Avangrid's Governance System, which is inspired by the good governance recommendations generally recognized in international markets and consists of Avangrid's By-Laws, Corporate Policies, the Internal Corporate Governance Rules, and the Other Internal Codes and Procedures approved by the competent decision-making bodies of the Company.

- b) **Market Risks:** defined as the exposure of the Avangrid Group's results and net worth to changes in market prices and variables, such as exchange rates, interest rates, commodity prices (electricity, gas, CO2 emission allowances, other fuel, etc.), prices of financial assets, and others.
- c) **Credit Risks:** defined as the possibility that a counterparty fails to perform its contractual obligations, thus causing an economic or financial loss to the Avangrid Group. Counterparties can be end customers, counterparties in financial or energy markets, partners, suppliers, or contractors.
- d) **Business Risks:** defined as the uncertainty regarding the performance of key variables inherent in the business, such as the characteristics of demand, weather conditions, and the strategies of different stakeholders.
- e) **Regulatory Risks:** defined as those arising from regulatory changes made by the various regulators, such as changes in compensation of regulated activities or in the required conditions of supply, or in environmental or tax regulations. This includes also risks related with compliance with agency regulations requirements, including SEC, FERC, NERC or CFTC obligations.
- f) **Operational, Technological, Environmental, and Social Risks:** defined as those related to direct or indirect economic losses resulting from external events, inadequate internal procedures, including, but not limited to:
  - Technological failures, human errors, and technological obsolescence;
  - Cybersecurity and information systems;
  - Those associated with climate change;
  - Fraud and corruption; and,
  - Litigation, arbitration, and tax.
- g) **Reputational Risks:** Includes the potential public negative impact on the company value and brand of Avangrid and its subsidiaries resulting from internal or external factors that degrade expectations created among various stakeholders. The expectations are the potential loss in revenue, brand degradation and/or the destruction of shareholder value by operational, environmental, cyber, regulatory or other factors associated with potential reputational damage as outlined in the Company's Reputational Risk Policy.

Given the multidimensional nature of the risks, the taxonomy defined in the system consider additional variables to further categorize and better monitor, control and report risk. These additional categories include:

- Classification of risks amongst Structural, Current ("Hot Topics") and Emerging risk. Emerging risks are understood as possible new threats, with an impact that is still uncertain and of indefinite probability, but growing and that could become relevant for Avangrid.
- Inclusion of secondary risk factors, such as environmental, social, governance and financial ("ESG+F"), corruption, tax, third parties, health or cybersecurity, among others.

## 4. Basic Principles

The Avangrid Group is subject to various risks inherent in the different industries and markets in which it does business, and in the activities it carries out, which may prevent it from achieving its objectives and successfully implementing its strategies.

Aware of the significance of this issue, the Board of Directors will develop all of its capabilities in order to adequately identify, measure, manage and control significant corporate risks to all the activities and businesses of the Avangrid Group. It will

establish, through this Policy, the mechanisms and basic principles for appropriate management of the risk/opportunity ratio, at a risk level that makes it possible to:

- a) attain the strategic objectives formulated by the Avangrid Group with controlled volatility;
- b) provide the maximum level of assurance to the shareholders;
- c) contribute to the fulfillment of the Sustainable Development Goals (SDG) approved by the United Nations, with special focus on the seventh and thirteenth;
- d) protect the results and reputation of the Avangrid Group;
- e) defend the interests of customers, employees, shareholders, other groups interested in the progress of Avangrid, and society in general;
- f) guarantee stability and financial soundness on a sustained basis over time, and
- g) disseminate a risk culture among Avangrid people, through communication and training.

In the implementation of the aforementioned commitment, the Board of Directors and its Executive Committee have the cooperation of the Audit Committee, which, as a consultative body, monitors and reports upon the appropriateness of the system for assessment and internal control of significant risks, acting in coordination with other respective committees existing at the Avangrid Group.

All actions aimed at controlling and mitigating risks shall conform to the following basic principles:

- a) **Integrate** the risk/opportunity vision into Avangrid's management, through a definition of the strategy and the risk appetite and the incorporation of this variable into strategic and operating decisions.
- b) **Segregate** functions, at the operating level, between risk-taking areas and areas responsible for the analysis, control, and monitoring of such risks, ensuring an appropriate level of independence.
- c) **Guarantee** the proper use of risk-hedging instruments and the maintenance of records thereof as required by applicable law.
- d) **Inform** regulatory agencies and the principal external players, in a transparent fashion, regarding the risks facing the Avangrid Group and the operation of the systems developed to monitor such risks, maintaining suitable channels that favor communication.
- e) **Ensure** appropriate compliance with the corporate governance rules established by the Avangrid through its Governance and Sustainability System. Update and continuously improve this system within the framework of the best international practices regarding transparency and good governance and implement the monitoring and measurement thereof.
- f) **Act** at all times in compliance with the law and Avangrid's Governance and Sustainability System and, specifically, in accordance with the values and standards reflected in the *Code of Business Conduct and Ethics* and under the principle of "zero tolerance" for the commission of unlawful acts and situations of fraud set forth in the *Anti-Corruption Policy and Internal Reporting and Whistleblower Protection Policy*.

## **5. Comprehensive Risk Control and Management System**

This Policy and the basic principles underpinning it, conform to the three-line model and are implemented by means of a comprehensive risk control and management system, supported by a Corporate Risk Committee and based upon a proper definition and allocation of duties and responsibilities at the operating level and upon supporting procedures, methodologies and tools, suitable for the various stages and activities within the system, including:

- a) The establishment of a structure of policies, guidelines and risk limits and indicators, as well as the corresponding mechanisms for their approval and deployment, with annual reviews to establish the risk appetite assumed annually in a qualitative and quantitative manner, in accordance with the objectives established in the multi-year plan and the corresponding annual budgets for the Avangrid Group.
- b) The ongoing identification of significant risks and threats, taking into account their possible impact on key management objectives and the accounts (including contingent liabilities and other off-balance sheet risks).
- c) The analysis of such risks, both at each corporate business or function and taking into account their combined effect on the Avangrid Group as a whole.
- d) The measurement and control of risks following homogenous procedures and standards common to the entire Avangrid Group.
- e) The analysis of risks associated with new facilities, as an essential element in risk/return-based decision-making.
- f) The maintenance of a system for internal monitoring of compliance with policies, guidelines, and limits, by means of appropriate procedures and systems, including the contingency plans needed to mitigate the impact of the materialization of risks.
- g) The periodic monitoring and control of profit and loss account risks that might have a significant impact in order to control the volatility of the annual income of the Avangrid Group.
- h) The ongoing evaluation of the suitability and efficiency of applying the system and the best practices and recommendations in the area of risks for eventual inclusion thereof in the model.
- i) The audit of the comprehensive risk control and management system by the Internal Audit Division.

## 6. Risk Policies and Limits

This Policy is further developed and supplemented by the *Corporate Risk Policies* and the *Specific Risk Policies* established in connection with certain businesses of the Avangrid Group, which are listed below and are also subject to approval by the Board of Directors.

### **Structure of Risk Policies of the Group:**

General Risk Control and Management Policy

### **Corporate Risk Policies:**

- *Corporate Credit Risk Policy*
- *Corporate Market Risk Policy*
- *Operational Market Transaction Risk Policy*
- *Operational Insurance Risk Policy*
- *Investment Risk Policy*
- *Treasury Risk Policy*
- *Equity Share Risk Policy*
- *Reputational Risk Policy*
- *Information Technology Risk Policy*
- *Cybersecurity Risk Policy*



- *Purchasing Risk Policy*
- *Health and Safety Risk Policy*

**Specific Risk Policies for the Various Group Businesses:**

- *Avangrid Networks Risk Policy*
- *Avangrid Renewables Risk Policy*

# Specific Risk Policies for the Various Group Businesses

February 15, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Policy to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy and the Company’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 inspired by and 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.

## Avangrid Networks Risk Policy

The *Avangrid Networks Risk Policy* provides the framework monitoring and managing risk, including, without limitation, climate change-related risks, associated with the networks business. The policy applies to all regulated networks activities carried out by Avangrid Networks and its subsidiaries in the United States.

- Regulated transmission and distribution of electric power
- Regulated natural gas distribution
- Retail sale of electricity and natural gas, and related energy services, at regulated rates

## Avangrid Renewables Risk Policy

The *Avangrid Renewables Risk Policy* provides the framework for monitoring and managing risk, including, without limitation, climate change-related risks, associated with the renewables business. The policy applies to all activities related to the production of renewable energy made by the Group:

- New investments
- Production and sale of renewable energy
- Operation of the facilities
- Complementary activities to the renewables business: cogeneration and electricity trading developed in the United States

# Corporate Risk Policies

February 15, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted these risk policies to assist in exercising its responsibilities to Avangrid and its shareholders. These policies are subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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.

## Corporate Credit Risk Policy

The Avangrid *Corporate Credit Risk Policy* provides the framework for evaluating, monitoring and managing credit risk for the entire Avangrid Group. Credit risk includes all counterparty risks that, in the event of insolvency of such counterparty, might cause the Group to sustain an economic or financial loss.

In particular, the *Corporate Credit Risk Policy* establishes the identification and segmentation into homogeneous groups of the principal types of relationships that give rise to credit exposure within the Group, the implementation of mechanisms to identify common counterparties, the application of corporate guidelines for acceptance of counterparties, as well as the allocation of risk limits in the aggregate and by counterparty, in accordance with credit quality standards, such as the requirement to reduce the risk of investment losses by considering possible re-use of components installed at customer facilities.

## Corporate Market Risk Policy

The Avangrid *Corporate Market Risk Policy* provides the framework for monitoring and managing market risk for the entire Avangrid Group. Market risk includes any potential loss of margin and/or value due to adverse changes in price-determining factors.

In particular, the *Corporate Market Risk Policy* sets out guidelines for the management of market risk associated with the various activities connected to the energy value chain:

- Activities associated with the core business, including electric generation from owned facilities, purchase and sale of electricity and natural gas, natural gas storage, related ancillary services and hedging transactions.
- Discretionary electric and natural gas trading have a stop-loss limit.

## Operational Market Transaction Risk Policy

The Avangrid *Operational Market Transaction Risk Policy* provides the framework for the operational and reputational risks deriving from all market-related activities by the Avangrid Group. The policy is based upon a sound risk culture, proper segregation of duties, formalized clear processes and policies, and secure information technology systems. In particular, the *Operational Risk in Market Transactions Policy* applies to the following short-term and long-term energy management and treasury operations:

- Buying and selling in wholesale energy and financial markets
- Cash placements and derivative operations for treasury
- Commodity hedging operations

## Operational Insurance Risk Policy

The Avangrid *Operational Insurance Risk Policy* provides the framework for monitoring and managing, through insurance, the exposures that impact of the operational risks associated with all the activities and businesses of the Group.

It includes limits for the following insurance programs, among others:

- Comprehensive General Liability Insurance
- Environmental Liability Insurance
- Directors and Officers Liability Insurance
- Cyber Liability/Data Security Liability Insurance

## Investment Risk Policy

The Avangrid *Investment Risk Policy* provides the framework for analysis, approval, and monitoring of the investment or divestment projects within the Avangrid Group. In particular, this *Investment Risk Policy* sets general limits in terms of profitability and risk for each project, as well as the manner in which it fits into the Avangrid Group strategy, and the requirement for new investments to incorporate an analysis of risks related with climate change.

## Equity Share Risk Policy

The Avangrid *Equity Share Risk Policy* provides the framework for purchase and/or sale of Avangrid stock under the ticker symbol "AGR" on the New York Stock Exchange (NYSE).

## Treasury Risk Policy

The Avangrid *Treasury Risk Policy* provides the framework for the control and management of financial risk for Avangrid and its subsidiaries. The framework identifies risk and guidelines related to:

- Interest rates
- Foreign currency exchange
- Liquidity
- Solvency
- Financial operations

## Reputational Risk Policy

The Avangrid *Reputational Risk Policy* provides the framework for the monitoring and management of reputational risk for Avangrid and its subsidiaries.

Reputation is a cornerstone for the creation and protection of the value of Avangrid. Reputation risk includes the potential public negative impact on the company value and brand resulting from internal or external factors.

## Information Technology (IT) Risk Policy

The Avangrid *Information Technology Risk Policy* provides an overall framework for the governance and management of the processes and actions relating to information technology (IT) within the Avangrid Group. It contemplates the

management of risks associated with the use, ownership, operation, participation, influence, and adoption of specific information technology, as well as the processes for the management and control.

## Cybersecurity Risk Policy

The Avangrid *Cybersecurity Risk Policy* provides an overall framework for the control and management of the cybersecurity risks applicable to the Avangrid Group. In particular, it refers to the risks arising from threats to and vulnerabilities in information, information and communications systems, facilities, and any other asset that forms part of the Avangrid Group cyber-infrastructure. It also establishes the guidelines for a cybersecurity management model, including rules and standards to be applied within all the businesses and corporate functions.

The *Cybersecurity Risk Policy* is based upon the following basic principles:

- Raising awareness among all employees, contractors and collaborators of cybersecurity risks and ensuring that they have the knowledge, skills, experience and technological abilities needed to support the Avangrid's cybersecurity goals.
- Ensuring that Avangrid's information and telecommunications systems have an appropriate level of cybersecurity and resilience and applying the most advanced standards to those that support the operation of critical cyber-infrastructure.
- Fostering appropriate cybersecurity and resilience mechanisms for the systems and operations managed by third parties that provide services to Avangrid.
- Strengthening capacities for prevention, detection, reaction, analysis, recovery, response, investigation, and coordination against terrorist activities and criminality in cyberspace.
- Providing procedures and tools that permit rapid adaptation to changing conditions in the technological environment and to new threats.
- Collaborating with relevant governmental bodies and agencies in order to contribute to the improvement of cybersecurity.

## Purchasing Risk Policy

The Avangrid *Purchasing Risk Policy* provides the overall framework for risks derived from the purchase of materials and equipment as well as from contracting for products and services, with emphasis on adherence to the ethical commitments of the AVANGRID Group and of its suppliers.

The *Purchasing Risk Policy* rests upon the following basic principles:

- Promoting a strong risk culture based on ethics and honesty across the entire Avangrid Group.
- Establishing the standards and controls associated with the activities of purchasing and contracting for equipment, materials, work, and services for the benefit of the companies making up the Avangrid Group.
- Implementing the mechanisms required for purchasing decisions to ensure the achievement of balance between technical competence, quality, price, and supplier qualifications as a key condition for the contribution of value.
- Establishing supplier selection procedures that conform to standards of objectiveness, impartiality, and equal opportunity, ensuring at all times the professionalism of employees.
- Promoting strict compliance by suppliers with contractual terms and conditions and with applicable law, as well as with the guidelines for action set forth in the *Supplier Code of Ethics*.

## Health and Safety Risk Policy



The *Avangrid Health and Safety Risk Policy* provides the overall framework for risks the control and management of health and safety risks and is established under the basis of complying with and exceeding all applicable health and safety regulations, policies and other related requirements and standards, particularly ISO 45001:2018 Standard, that specifies requirements for health and safety management systems.

The *Health and Safety Risk Policy* rests upon the following basic principles:

- Internalizing the health and safety of employees and protection of the environment as a core values, inseparable from Avangrid's vision, mission and goals.
- Centralizing in the Environmental, Health and Safety department, the development and maintenance of the EHS Management System, including its monitoring and system effectiveness evaluation, thereby reinforcing a culture continuous improvement.
- Striving to eliminate recognized hazards and reduce EHS risks throughout our operations and facilities.
- Encouraging a culture of shared responsibility, starting with a firm commitment from the executive team and extending to the bargaining units, management, contractors and each individual employee.
- Consulting and seeking the participation of all levels of personnel in the review of events and opportunities, thereby empowering employees to reduce incidents through the control of hazards and risks.
- Promoting the competency of all employees on issues relating to the management of Environmental, Health and Safety through training and awareness.
- Complying with or exceeding all applicable health and safety regulations, internal policies and other related requirements.
- Communicating risks, accidents and incidents in a clear and transparent way.
- Evaluating the performance to monitor and measure the status of the organization's capacity to meet its objectives and targets in terms of the management of risk.
- Fostering a culture of continuous improvement through engagement and analysis.

# **Book Five – Corporate Governance**

Part IV Governance Rules of the Corporate  
Decision-Making Bodies and other Functions  
and Internal Committees

# Audit Committee Charter

October 18, 2023

## 1. Committee Purpose and Charter

The Audit Committee (the “Committee”) of Avangrid, Inc. (the “Company” or “Avangrid”) is a standing committee of the board of directors 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 statements 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, the “Internal Audit 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) prepare the report required by Item 407(d)(3)(i) of Regulation S-K to be included in the Company’s annual proxy statement.

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. Each member of the Committee shall be “independent” in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of the New York Stock Exchange (“NYSE”). 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 statements. At least one member of the Committee shall be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K of the Exchange Act, as determined by the Board of Directors in its business judgment. A person who satisfies this definition of “audit committee financial expert” will also be presumed to have accounting or related financial management expertise. 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 other 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:
  - i) Oversee the independence and efficiency of the Internal Audit 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 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 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 Division.
  - v) Review, approve and evaluate at least annually the Vice President of the Internal Audit Division's performance and related compensation.
  - vi) Oversee the 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 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 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 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 Division.
  - viii) Ensure that management complies with the conclusions and recommendations contained in the reports of the Internal Audit 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.
- b) With respect to the internal monitoring and risk management systems:
- i) Review with management, the Internal Auditor, 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, environmental, social and governance ("ESG") risks including climate-related risks, cybersecurity risks, and any other emerging risks.
  - ii) 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 in order to report to the Governance and Sustainability Committee on the process of preparing and presenting the nonfinancial information in advance of the submission of the report on the statement of non-financial information to the Board of Directors by the Governance and Sustainability Committee.
  - iii) The risk division of the Company (the "Company's 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.
  - iv) Report semi-annually to the Governance and Sustainability Committee and the Board of Directors on the Avangrid Group's major risks and the steps management has taken to monitor and control such exposures.
- c) 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) Select, retain, compensate, oversee and terminate, if necessary, any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
- iii) Pre-approve all audit, audit-related and permitted 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.
- iv) 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.
- v) 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.
- vi) 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.
- vii) 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.
- viii) 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 a with significant role in such internal controls, and review and discuss with management and the Independent Auditor disclosures relating to the Company's internal controls.
- ix) 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.



- x) Review and resolve disputes between management and the Independent Auditor.
  - xi) Review and discuss with the Independent Auditor all matters required to be discussed by PCAOB Auditing Standards No. 16, Communications with Audit Committees.
  - xii) Review with the Independent Auditor: (1) the scope and results of the audit; (2) any problems or difficulties that the Independent Auditor encountered in the course of the audit work, and management's response; and (3) any questions, comments or suggestions the Independent Auditor may have relating to the internal controls and accounting practices and procedures of the Company.
  - xiii) Review the Independent Auditor's work throughout the year, including obtaining the opinions of management and the Internal Audit 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.
  - xiv) 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, in all cases, address the provision of the additional services referred to in subsection 2(c)(iii) above.
  - xv) 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.
  - xvi) Establish policies for hiring employees or former employees of the Independent Auditor in accordance with applicable law and regulations.
  - xvii) 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.
- d) 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 statements (including the related notes) of the Company, the form of audit opinion to be issued by the Independent Auditor on the financial statements, and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.
  - ii) Recommend to the Board that the audited financial statements be included in the Company's annual report on Form 10-K and produce the audit committee report required to be included in the Company's proxy statement.
  - iii) Review and discuss with management and the Independent Auditor the quarterly financial statements (including the related notes) of the Company and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.
  - iv) Discuss with management generally the types of financial information (including earnings guidance) to be disclosed in earnings press releases and earnings calls, as well as to analysts and rating agencies.
  - v) 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.
  - vi) 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.

- vii) The Committee shall report to the Board of Directors on the semi-annual and quarterly economic and financial information.
- 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:
- i) Oversee, discuss with management, and regularly receive information from Avangrid's Corporate Security 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.
- g) With respect to compliance with legal requirements, good governance requirements, and the prevention and correction of illegal or fraudulent conduct regarding accounting, internal accounting controls, auditing matters or financial irregularities:
- i) Establish procedures through the Governance and Sustainability Committee and the Compliance Unit for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or financial irregularities and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, internal accounting controls, auditing matters, or financial irregularities, and review any complaints or concerns received pursuant to such procedures.
  - ii) Establish and supervise the channels, through the Governance and Sustainability Committee and the Compliance Unit, that permit the employees of the Company 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.
  - iii) In coordination with the Governance and Sustainability Committee, undertake the necessary investigations in connection with claims by third parties against the Company or in connection with irregular or illegal conduct, in accordance with the provisions of the preceding paragraph.
  - iv) To 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.
- h) 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.
- i) 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 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 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.

## **9. 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. 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.

## **10. 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.

## **11. 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.

## **12. 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.

### **13. 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.



# Compensation and Nominating Committee Charter

February 15, 2024

## 1. Committee Purpose and Charter

The Compensation and Nominating 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 executive compensation, the Company’s director nomination process, and any 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 “outside” directors within the meaning of Section 162(m) of the Internal Revenue Code, as amended (“Section 162(m)”), as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”), and 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 Chair 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 compensation matters relating to or governed by Section 162(m) and/or Rule 16b-3, the Committee shall establish a subcommittee pursuant to Article 16 below that is comprised entirely of two or more directors who qualify as both “outside directors” within the meaning of Section 162(m) and “non-employee directors” within the meaning of Rule 16b-3 (the “Subcommittee”) and shall empower such subcommittee to, as applicable, (i) establish, administer, approve and certify (for Section 162(m)) purposes) performance goals for employee compensation awards, and to consider and act upon such other Section 162(m) matters as may be necessary or appropriate and (ii) review and approve (for Rule 16b-3 purposes) compensation grants and awards by the Company of its securities to an officer or director of the Company, and to consider and act upon such other Rule 16b-3 matters as may be necessary or appropriate. Prior to payment thereof, any compensation awarded by the Subcommittee shall be subject to further review and approval of, and may be adjusted by, the Board of Directors.

## 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 review and approve annually the corporate goals and objectives applicable to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation. The Committee’s decisions regarding performance goals and objectives and the compensation of the CEO are reported to the Board of Directors. In determining the long-term incentive component of CEO compensation, the Committee may consider the Company’s performance and relative shareholder return, the value of similar incentive awards given to chief executive officers at comparable companies and the awards given to the CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act.

- b) To review and approve the compensation of all other executive officers. In evaluating and approving such executive compensation, the Committee shall consider the most recent Say on Pay Vote.
- c) To review and approve (and when appropriate, recommend to the Board for approval) executive incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the shareholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's executive incentive compensation plans and equity-based plans, including designation of the participants to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. For the avoidance of doubt, the Committee may delegate authority with respect to the grant of incentive or equity awards to non-executive officers to the CEO and/or the Company's Chief Human Resources Officer, subject to the provisions of the applicable incentive or equity-based plan. In reviewing and approving executive incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
- d) To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information to be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
- e) To review, and make recommendations to the Board of Directors for approval, any employment agreement and any severance arrangement or plan, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- f) To review, and make recommendations to the Board of Directors for approval, share ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
- g) To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- h) To review and recommend to the Board of Directors for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
- i) To review all compensation and benefits for service on the Board of Directors and the committees thereof and share ownership requirements for members of the Board of Directors, if any, at least once a year and to recommend any changes to the Board of Directors as necessary.
- j) To review the CEO succession plan (the "Succession Plan") periodically with the Chairman of the Board of Directors, develop and evaluate potential candidates for CEO and recommend to the Chairman of the Board any changes to, and any candidates for succession under, the Succession Plan.
- k) To determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board of Directors for its approval, criteria to be considered in selecting nominees for director.
- l) To identify and screen individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors. Evaluate and regularly review the independence of the proposed director candidates. The Committee shall consider any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company's charter documents.
- m) To review and make recommendations to the Board of Directors regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders.

- n) If a vacancy on the Board of Directors and/or any committee thereof occurs, to identify and make recommendations to the Board of Directors regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board of Directors, as applicable.
- o) To review any director resignation letter tendered to the Board of Directors, and evaluate and recommend to the Board of Directors whether such resignation should be accepted.
- p) To receive from the Governance and Sustainability Committee a report on the annual evaluation of the Board of Directors and its Committees to 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.
- q) 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 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 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, 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 compensation consultants, outside legal counsel, search firms 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 compensation consultants, outside legal counsel, search firms 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 compensation consultants, outside legal counsel, search firms and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, search firm, 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.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee shall take into consideration the factors specified in Section 303A.05(c) of the New York Stock Exchange Listed Company Manual. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

#### **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 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. 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.

## **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 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.

## **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 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.



# Governance and Sustainability Committee Charter

October 18, 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 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 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 Chair 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 to 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, and strategies 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.
- d) To oversee, evaluate, and recommend to the Board of Directors for review and approval the Company’s ESG goals, including, without limitation, the Company’s climate-related goals.

- e) To review, through the Company's Risk Division, the Avangrid Group's ESG-related risks, including, without limitation, climate-related risks.
- f) 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.
- g) 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.
- h) 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.
- i) To oversee, evaluate and report to the Board of Directors on the Company's stakeholder engagement process.
- j) To 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.
- k) To review and, on the recommendation of the Compliance Unit, approve the annual activities plan of the Compliance Unit.
- l) To 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.
- m) To review, approve, and evaluate at least annually the Chief Compliance Officer's performance and related compensation.
- n) To 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.
- o) To review, through the Compliance Unit, 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.
- p) To the extent matters reported to the Compliance Unit concern a member of the Board of Directors, executive officer or other senior officer, the Compliance Unit shall inform the Secretary of the Committee and the Secretary of the Committee shall inform the Committee. The Committee will oversee the Compliance 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 Compliance 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 prior to execution of the proposed consequences and manner of action.

- q) To 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.
- r) 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 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.
- s) To 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 Ethics and Compliance Helpline.
- t) To ensure that matters related to accounting, internal accounting controls, auditing matters or financial irregularities reported to the Committee or to the Compliance Unit are reported to the Audit Committee and, in consultation with the Audit Committee, undertake or oversee the undertaking of the necessary investigation.
- u) 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.
- v) 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.
- w) 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.
- x) 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.
- y) 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 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 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 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 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 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 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. 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.

## **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 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.

## **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 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.



# 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 Board of Directors, the Chair 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.

## **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 Chair 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. 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 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.

# Special Committee Charter

February 19, 2020

## 1. Purpose

The Special Committee (the “Committee”) of Avangrid, Inc. (the “Corporation”) is a committee of the board of directors of the Corporation (the “Board of Directors”) appointed to carry out the responsibilities delegated by the Board of Directors relating to oversight of the New England Clean Energy Connect Project (the “NECEC Project”). This Charter sets forth the principles of action and the internal operating procedures for the Committee.

## 2. Committee Membership

The Committee shall consist of at least three directors. The members of the Committee shall be appointed and removed by the Board of Directors. A majority of the members constitutes a quorum.

## 3. Committee Authority and Responsibilities

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

- a) The Committee shall assist the Board of Directors in fulfilling its responsibilities related to oversight of the NECEC Project.
- b) To the extent permitted by law, the Committee shall have and may exercise the powers of the Board of Directors to act upon all matters related to the NECEC Project that is not reserved for the governing bodies of Avangrid Networks, Inc. or NECEC, LLC.
- c) The Committee may access such information, documents, contracts, etc. of any nature as it may deem necessary to perform its duties.
- d) The Committee shall have the authority to retain and obtain the advice and assistance of outside legal counsel and other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter and shall set the compensation, and oversee the work, of such outside legal counsel and other advisors.
- e) The Committee shall make regular reports to the Board of Directors.

## 4. Committee Meetings

The Committee will meet as many times as necessary, in the sole discretion of the Chairman of the Committee. In addition, the Committee shall meet at the request of a majority of its members or the Chairman of the Board of Directors. 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 meeting 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 Corporation as well as any member of the management decision-making bodies of the companies in which the Corporation has an interest whose appointment has been proposed by the Corporation, provided that there is no legal impediment thereto.

# 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.

# Regulations of the Compliance Unit

October 18, 2023

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 a member of the group of companies controlled by 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 shareholders. 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 Governance and Sustainability 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 Ethics, 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 Ethics 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 Internal

Reporting and Whistleblower Protection 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 Internal Reporting and Whistleblower Protection 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 Internal Reporting and Whistleblower Protection Policy.
- k) Ensure effective compliance with applicable legal provisions regarding separation of activities.
- l) Annually, the Unit shall also prepare and provide to the Audit Committee of the Board of Directors the Report on Separation of Activities. The Audit 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 Internal Reporting and Whistleblower Protection 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 Audit 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 Internal Reporting and Whistleblower Protection Policy, the Code of Business Conduct and Ethics, and the Supplier Code of Ethics. 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 Internal Reporting and Whistleblower Protection 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 reported to the Committee or to the Unit shall be reported to the Audit Committee and, in consultation with the Audit Committee, 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 Ethics, 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.

# **Book Five – Corporate Governance**

## **Part V. Market Abuse Prevention Rules**

# Insider Trading Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Insider Trading Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

This Policy establishes the policies and procedures that govern trading by Avangrid personnel in Avangrid securities and securities of any other company about which such personnel learns material, nonpublic information in the course of performing his or her duties for Avangrid. This Policy has been adopted by the Board of Directors to ensure that Avangrid fulfills its responsibilities as a public company under U.S. federal securities laws to prevent insider trading and to help its personnel avoid the severe consequences associated with violations of the insider trading laws and contributes to the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations. This Policy is intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with Avangrid. Should you have any questions regarding this Policy, please contact R. Scott Mahoney, Avangrid’s General Counsel (the “Securities Compliance Officer”).

***It is important that all Avangrid personnel review the Policy carefully. Noncompliance with the Policy is grounds for disciplinary action, including and up to immediate termination. Failure to comply with the policies and procedures set forth below also can result in a serious violation of the U.S. federal securities laws by the person trading, leading to potential civil and criminal penalties on that person.***

## 2. Persons Subject to this Policy

The following individuals (each, a “Covered Person”) are subject to the prohibitions set forth in this Insider Trading Policy :

- all directors, officers and other employees of the Avangrid Group;
- all contractors, consultants or other service providers who devote all or substantially all of their time to the Avangrid Group; and
- to the extent designated by the Securities Compliance Officer, (i) all directors, officers and other employees of a joint venture in which a member of the Avangrid Group has a financial interest (such a joint venture is referred to as a “Related Company”) and (2) any other consultant, contractor, or service provider to the Avangrid Group or a Related Company.

Each of the policies, procedures and prohibitions set forth in this Policy are also binding on the “Associates” of each Covered Person even if it is not explicitly stated below. Each Covered Person is responsible for making sure that any Associates of such Covered Person subject to this Policy complies with the policies, procedures and prohibitions set forth in this Policy. Any reference to “Covered Person” below shall be deemed to include such Covered Person’s Associates.

“Associates” consist of: (i) any Family Member (as defined below) who resides in the household of a Covered Person; (ii) anyone else who lives in the household of a Covered Person; (iii) any Family Member who does not live in the household



of a Covered Person but whose transactions in Avangrid securities or Derivative Securities (defined below) are directed by or subject to the influence or control of a Covered Person (such as parents or children who consult with a Covered Person before they trade in Avangrid securities or Derivative Securities); and (iv) any entities that a Covered Person controls, including any controlled corporations, limited liability companies, partnerships or trusts (unless the entity engages in the investment of securities in the ordinary course of its business (e.g., an investment fund or partnership) and confirms to the reasonable satisfaction of the Securities Compliance Officer that it has established its own policies and procedures for compliance with insider trading restrictions under applicable securities laws).

“Family Members” consist of the following persons: any child, stepchild, grandchild, parent, stepparent, grandparent, spouse (or comparable co-habitation relationship), sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, in each case including adoptive relationships.

Situations may exist where a Covered Person has a record ownership of or beneficial interest in securities, but has no responsibility for investment decisions, such as, for example, where the investment decisions have been delegated to an investment adviser. In such cases, this Policy is not intended to proscribe dealings in securities so long as the Covered Person has neither discussed the merits of the investment with, nor provided inside information to, the person or persons having the decision-making investment responsibility. Similarly, this Policy does not proscribe the purchase, sale or holding of an interest in a publicly traded mutual fund, even if the fund holds or trades in Avangrid securities or Derivative Securities.

### **3. Securities Subject to this Policy**

The restrictions imposed by the Policy apply to trading in any Avangrid securities, as well as any instrument that derives its value from the price of Avangrid securities, including but not limited to, puts, calls, warrants, options and convertible securities whether or not issued by Avangrid (a “Derivative Security”), subject to the qualification, as provided in Section 6 of this Policy, that all Covered Persons and their Associates are prohibited from engaging in certain types of transactions, including short sales of (and economically equivalent transactions relating to) Avangrid securities. The restrictions imposed by the Policy also apply to trades in securities of any Related Company and any other company about which any Covered Person learns material, nonpublic information in the course of performing his or her duties for the Avangrid Group, such as securities of any company with which a member of the Avangrid Group may be entering into or negotiating major transactions, and Derivative Securities of any of the foregoing securities.

As set forth in a separate Addendum to this Policy and subject to Section 5 hereof, all directors and executive officers of Avangrid, and any other employees of the Avangrid Group, or employees of, or consultants, contractors or other service providers to, the Avangrid Group or a Related Company designated by the Securities Compliance Officer (each such person subject to the Addendum is referred to as an “Addendum Covered Person”) are required to obtain prior approval for all trades in Avangrid securities or Derivative Securities and are subject to regular Blackout Periods and Designated Blackout Periods (each, as defined in the Addendum). Addendum Covered Persons who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “1934 Act”), (each such person, a “Section 16 Person”) are also subject to additional brokerage interface procedures and filing requirements.

### **4. General Insider Trading Prohibition**

Any Covered Person or any Associate of a Covered Person who possesses knowledge of any “material information” concerning Avangrid that has not been disclosed to the public is prohibited from (i) trading in Avangrid securities or Derivative Securities, (ii) advising others to trade or to refrain from trading in Avangrid securities or Derivative Securities, or (iii) disclosing the material information to any other person for the purpose of enabling such person to trade or to refrain from trading in Avangrid securities or Derivative Securities. These restrictions remain in effect until the information is fully disclosed to the public or until the information, although not disclosed, ceases to be material.

Any Covered Person or any Associate or a Covered Person who obtains, in the course of such Covered Person's employment with or engagement by Avangrid, knowledge of any “material information” concerning any other company that has not been disclosed to the public is prohibited from (i) trading in securities of such other company or Derivative Securities of such other company, (ii) advising others to trade or refrain from trading in securities of such other company or Derivative Securities of such other company, or (iii) disclosing the material information to any other person for the

purpose of enabling such person to trade or refrain from trading in securities of such other company or Derivative Securities of such other company. These restrictions remain in effect until the information is fully disclosed to the public or until the information, although not disclosed, ceases to be material.

For purposes of insider trading liability, it does not matter that delaying the transaction until the material, nonpublic information is disclosed or ceases to be material might cause the Covered Person or an Associate of a Covered Person to incur a financial loss, or whether there is some independent reason for the transaction (such as the need to raise money for an emergency expenditure). In addition, except in the limited circumstances discussed below (see “Approved Trading Plans”), it does not matter that a Covered Person or an Associate of a Covered Person may have decided to engage in a transaction before learning of the undisclosed material information. Further, it also is irrelevant that publicly disclosed information about Avangrid, a Related Company or any other applicable company would, without consideration of the undisclosed material information, provide a substantial basis for engaging in the transaction. The U.S. federal securities laws do not recognize any such mitigating circumstances and further, even the appearance of an improper transaction must be avoided to preserve Avangrid’s reputation for adhering to the highest standards of conduct.

### Material Information

In general, information is considered material as it relates to any company if there is a substantial likelihood that a reasonable investor would consider the information important in making a decision to buy, hold or sell securities of such company. While this standard is not always easy to apply, any information that could be expected to affect the price of a company’s common stock (or any other security that derives its value from such securities), whether positive or negative, should be considered material. Some examples of information that is almost always regarded as material include: significant transactions such as pending or proposed mergers, tender offers, acquisitions or dispositions; financial forecasts (especially earnings estimates); corporate restructurings; regulatory rulings; unanticipated changes in the level of sales, expenses or earnings that are not consistent with the consensus expectations of the investment community; material changes to previously filed financial statements; credit rating changes; stock splits; stock dividends; equity or debt offerings; management changes; entry into or loss of a substantial contract not in the ordinary course of business; impending bankruptcy or the existence of severe liquidity problems; physical and cybersecurity risks and incidents, including vulnerabilities and breaches; and other similar matters.

Any Covered Person who has questions as to the materiality of any nonpublic information is advised to contact the Securities Compliance Officer for guidance. When in doubt as to the materiality of any nonpublic information, Covered Persons should refrain from trading.

### Public Disclosure

Disclosure of material information to the public generally means the disclosure of the information in a filing with the U.S. Securities and Exchange Commission (the “SEC”) (such as AVANGRID’s annual report on Form 10-K, quarterly reports on Form 10-Q, or current reports on Form 8-K) or otherwise released broadly to the marketplace (such as by a press release or in a Regulation FD compliant manner). More limited dissemination of the information, such as in a company communication to employees (even if it is to all employees generally) does not qualify as public disclosure. To ensure adequate disclosure, two full trading days should be permitted following public disclosure to allow the securities markets an opportunity to digest the news.

### Tipping

Covered Persons or any Associate or a Covered Person who cannot trade in Avangrid securities, securities of any other company, or Derivative Securities, by reason of the possession of material, nonpublic information also may not either (i) disclose such information to any other person for the purpose of allowing the other person to trade in the above securities or (ii) provide trading advice with respect to the above securities (even though the nonpublic information that provides the basis for the advice is not disclosed to the person). Any such disclosure or trading advice constitutes a violation of the U.S. federal securities laws (referred to as “tipping”) and can result in liability for both the tipper and the tippee, as well as for Avangrid and supervisory personnel.

## 5. Approved Trading Plans

Transactions by Covered Persons and their Associates pursuant to a written trading plan (an “Approved Plan”) will not violate this Policy and are not subject to the blackout period restrictions or pre-approval procedures set forth in the Addendum if the following conditions are met:

- the Securities Compliance Officer approves the Approved Plan prior to it being executed;
- the Approved Plan complies with the requirements of the Rule 10b5-1 under the 1934 Act, including the following:
  - (i) it is a written, binding contract, instruction or plan entered into in good faith at such time when the Covered Person is not in possession of material, nonpublic information (and outside of a Blackout Period (as defined in the Addendum) for Addendum Covered Persons);
  - (ii) the Approved Plan expressly specifies the amounts, prices and dates of transactions (specifically or through a written formula, or a combination thereof) or confers discretionary authority on another person (who is not a Covered Person or Associate and otherwise is not in possession of material non-public information) to effect one or more purchase or sale transactions for the account of the instructing person;
  - (iii) if the Approved Plan is a single-trade plan (other than a sell-to-cover transaction), there is only one approved single-trade plan during any twelve-month period per Covered Person or Associate;
  - (iv) the instructing person does not exercise any subsequent influence over how, when or whether the transactions are effected;
  - (v) the Approved Plan is entered into in good faith;
  - (vi) the purchase or sale occurs pursuant to the Approved Plan; and
  - (vii) the Covered Person does not have any other Approved Plans.
- the Approved Plan provides that the first trade date pursuant to the Approved Plan shall be:
  - (i) at least 90 days after the plan adoption date or two business days following the filing of a Form 10-Q or 10-K report disclosing Avangrid’s financial results (but not to exceed 120 days following plan adoption) for any Addendum Covered Person who is subject to Section 16 of the 1934 Act (“Section 16 Person”), or
  - (ii) at least 30 days after the plan adoption date for all other Covered Persons and Associates.
- if the Approved Plan is for a Section 16 Person of Avangrid, the Section 16 Person includes a mandatory representation in the Approved Plan certifying that, on the date of the adoption of the plan:
  - (i) they are not aware of any material nonpublic information about the security or Avangrid; and
  - (ii) they are adopting the plan in good faith and not as a part of a plan or scheme to evade the prohibitions of applicable SEC insider trading rules.

The Securities Compliance Officer will approve any Approved Plan that complies with the terms of this Section 5. A contract, instruction or plan of the type described above will generally only be necessary for an Addendum Covered Person and should not generally be necessary for other Covered Persons.

## **6. Short Term Speculation; Hedging Transaction Restrictions; Margin Accounts and Pledges**

Avangrid considers it improper and inappropriate for any Covered Person or their Associates to engage in short-term or speculative transactions in Avangrid securities or in other transactions in Avangrid securities that may transfer the full risks and rewards of ownership over Avangrid securities. Therefore, it is Avangrid's policy that Covered Persons and their Associates may not engage, in any of the following transactions:

### Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of Avangrid shares and therefore creates the appearance of trading based on inside information. Transactions in options also may focus attention on short-term performance at the expense of long-term objectives. Accordingly, transactions in puts, calls or other Derivative Securities, on an exchange or in any other organized market, are prohibited.

### Standing Orders

A standing order placed with a broker to sell or purchase Avangrid shares at a specified price leaves the shareholder with no control over the timing of the transaction. A transaction pursuant to a standing order – which does not meet the standards of an Approved Plan – executed by the broker when the Covered Person is aware of material nonpublic information may result in unlawful insider trading. Accordingly, standing orders are prohibited during Blackout Periods for Addendum Covered Persons and at any time that any Covered Person is aware of material, non-public information.

### Hedging Transactions

Certain forms of hedging or monetization transactions allow Covered Persons to lock in much of the value of their Avangrid securities, often in exchange for all or part of the potential for upside appreciation in the securities. These transactions allow the Covered Person to continue to own the covered Avangrid security, but without the full risks and rewards of ownership. Such transactions may use methodologies or financial instruments including, but not limited to, short sales, puts, calls, collars, prepaid variable forward contracts and exchange funds. When that occurs, the Covered Person may no longer have the same objectives as Avangrid's other securityholders. Therefore, Covered Persons are prohibited from employing any such methodologies or using any such financial instruments with respect to an Avangrid security.

### Margin Accounts and Pledges

A Covered Person may not hold Avangrid securities in a margin account or pledge Avangrid securities as collateral because a margin or foreclosure sale may occur when such Covered Person is aware of material nonpublic information or otherwise prohibited from trading in Avangrid securities.

Any Covered Person who has questions as to whether a particular strategy would violate the Policy is advised to contact the Securities Compliance Officer.

## **7. Application of the Policy to AVANGRID's Equity Incentive Plans and Bona Fide Gifts**

The provisions of the Policy apply to various investment decisions concerning Avangrid securities made by a Covered Person or any Associate of a Covered Person in connection with Avangrid's equity incentive plans, as are in effect from time to time.

### Equity Incentive Plans

The Policy does not apply to the grant or the cash exercise of share options granted under Avangrid's equity incentive plans as in effect from time to time, and also would not apply to the delivery of shares to any entity administering said plans on behalf of Avangrid upon exercise of such options to the extent such transactions are permissible under the equity incentive plans. However, the delivery of Avangrid shares to any third party in payment for the exercise price of a share option and/or for tax withholding, known as a "cashless" or "same-day sale" exercise, as well as any sale to a third party of Avangrid shares acquired upon the exercise of a share option, is subject to the same restrictions that apply to any other sale of Avangrid securities, including the Prior Approval Requirement set forth in the Addendum if the person effecting any such transaction is an Addendum Covered Person. These restrictions also apply to any Associate who acquires a transferred stock option.

The Policy also does not apply to the vesting or delivery of restricted shares or restricted share units or the exercise of a tax withholding right pursuant to which you elect to have Avangrid withhold shares to satisfy tax withholding requirements upon the vesting of any restricted shares or restricted share units. The Policy does apply, however, to any market sale of shares acquired upon the vesting of restricted shares or restricted share units including the Prior Approval Requirement set forth in the Addendum if the person effecting any such transaction is an Addendum Covered Person.

### Gifts

A bona fide gift of Avangrid securities or Derivative Securities is subject to the restrictions contained in the Policy. The recipient of a gift who is a Covered Person or an Associate of a Covered Person would be subject to the restrictions of this Policy in connection with any subsequent sale of the gifted securities.

## **8. Post-Termination Transactions**

The restrictions imposed by the Policy will continue to apply to a Covered Person and their Associates after the termination of his or her employment with or engagement by the Avangrid Group for such period of time as such Covered Person is aware of material, nonpublic information until that information has become public or is no longer material. If an Addendum Covered Person's employment or engagement has ended within a Blackout Period, he or she shall be subject to the Blackout Period restrictions detailed in the Addendum.

## **9. Reason for the Prohibition**

Under the U.S. federal securities laws, it is unlawful for any director, officer or employee of, or any person otherwise associated with, a public company to trade, or to enable others to trade, in the securities of that company while in possession of material, nonpublic information. Violators may be subject to criminal prosecution and/or civil liability.

A criminal prosecution can result in a fine of up to \$5 million (no matter how small the profit or even if there is a loss) and imprisonment for up to 20 years. Civil actions may be brought by a private plaintiff or the SEC. A person who has been found in a civil action brought by the SEC to have violated the prohibition on insider trading by purchasing or selling a security while in possession of material, nonpublic information, or by communicating such information to another person who engages in such trading, can be held liable for a penalty up to three times the profit gained, or the loss avoided, by the person who traded while in possession of material, nonpublic information. The SEC also has the authority to obtain a court order that bars a person who has engaged in insider trading from serving, either permanently or for a period of time, as a director or officer of a public company. There are no limits on the size of the transaction that can trigger insider trading liability. Relatively small trades have in the past occasioned civil and criminal investigations and lawsuits.

Insider trading also can generate significant adverse publicity and, as a result, cause a substantial loss of confidence in Avangrid and its securities on the part of the public and the securities markets. This could have an adverse impact on the price of Avangrid shares and other securities to the detriment of Avangrid and its shareholders.

Remember, anyone scrutinizing your transactions in Avangrid securities or Derivative Securities will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.



## 10. Conclusion

Avangrid will strictly enforce the prohibitions against insider trading and the additional restrictions and procedures set forth in this Policy. Any Covered Person, or their Associate, of the Avangrid Group or any Related Company who is uncertain regarding the applicability of the Policy is urged to contact the Securities Compliance Officer prior to executing any sale or purchase transaction involving Avangrid securities or Derivative Securities to determine if he or she may properly proceed. Directors and officers of Avangrid should be particularly careful, since avoiding the appearance of engaging in share transactions on the basis of material, nonpublic information can be as important as avoiding consummating a transaction actually based on such information.

Finally, although the regulatory authorities concentrate their efforts on the individuals who trade, or tip material nonpublic information to others who trade, the U.S. federal securities laws also impose potential liability on companies and other “controlling persons” within the organization if they fail to take reasonable steps to prevent insider trading by company personnel.

## 11. Certification

All directors, officers and other employees subject to the Insider Trading Policy must certify that they have read and understand the Policy and agree to abide by its provisions.

# Addendum – Insider Trading Policy Applicable to Directors, Officers and Certain Designated Employees

In addition to compliance with the general insider trading prohibition, subject to Section 4 of this Policy, all directors and executive officers of Avangrid, and any other employees of, or consultants or contractors to, Avangrid or a Related Company designated by the Securities Compliance Officer (each such person subject to the Addendum is referred to as an “Addendum Covered Person”) are required to adhere to the following additional restrictions and procedures when trading in Avangrid securities and Derivative Securities.

## I. Blackout Periods

Addendum Covered Persons are prohibited from trading in Avangrid securities or Derivative Securities during a Blackout Period (as defined below), regardless of whether they actually possess material nonpublic information. An Addendum Covered Person may not make a gift of Avangrid securities or Derivative Securities during a Blackout Period without the prior approval of the Securities Compliance Officer.

### Regular Blackout Periods

There are four regular blackout periods with respect to trading per year (the “Quarterly Blackout Periods”). Each Quarterly Blackout Period begins at 12:01 a.m. Eastern time on the 16th day of the third month of the quarter (i.e. 12:01 a.m. Eastern time on each March 16, June 16, September 16 and December 16) and ends at 11:59 p.m. Eastern time on the second full trading day following the public dissemination by Avangrid of its quarterly (or, in the case of the fourth quarter, annual) financial results by press release to the national wire services or by making a filing with the SEC.

### Designated Blackout Periods

Any Addendum Covered Person, at any time and from time to time, may be informed by the Securities Compliance Officer that he or she, and his or her Associates, are subject to a designated blackout period due to such person’s involvement in or knowledge of a particular matter (a “Designated Blackout Period”, and together with the Quarterly Blackout Periods, “Blackout Period(s)”). Addendum Covered Persons so advised are prohibited from trading in Avangrid securities or Derivative Securities until they receive further written notice from the Securities Compliance Officer. The existence of a Designated Blackout will not be announced other than to those who are subject to it. Any Addendum Covered Person or their Associates made aware of the existence of a Designated Blackout Period should not disclose the existence of such blackout for any reason.

***It is important to keep in mind that, even if a Blackout Period is not in effect, the prohibition on trading on material, nonpublic information continues to apply at all times.***

## II. Prior Approval Requirement

In addition to the Blackout Periods and compliance with the general prohibition on insider trading, an Addendum Covered Person must obtain the approval of the Securities Compliance Officer before effecting a trade in Avangrid securities or any Derivative Security (the “Prior Approval Requirement”) (to the extent that such persons are permitted to trade in Derivative Securities consistent with the short sale prohibition and other restricted transactions described in Section 6 of this Policy). The Prior Approval Requirement also applies to the Associates of Addendum Covered Persons. The Securities Compliance Officer may not engage in transactions in Avangrid securities unless such transactions have been approved by the Chief Executive Officer or the Chief Financial Officer. A request for prior approval should be submitted at least two (2) business days prior to the proposed transaction date (or the waiting period required by the bank/broker, if applicable). Covered Persons who have questions regarding Prior Approval Requirement are advised to contact the Securities Compliance Officer.

## III. Rule 10b5-1 Plans

The 1934 Act provides a defense from insider trading liability under Rule 10b-5. In order to be eligible to rely on this defense, a person subject to this Policy must enter into a Rule 10b5-1 plan for transactions in Avangrid securities and Derivative Securities that meets certain conditions specified in the Rule 10b-5 (a "Rule 10b5-1 Plan"). Avangrid strongly encourages Addendum Covered Persons to trade pursuant to a Rule 10b5-1 Plan. Requests to trade outside of a Rule 10b5-1 Plan will be considered by the Securities Compliance Officer on a case-by-case basis.

#### **IV. Section 16 (Directors and Executive Officers Only)**

Addendum Covered Persons who are subject to Section 16 of the 1934 Act (each such person is referred to as a "Section 16 Person") are also subject to the procedures and requirements below.

##### Broker Interface Procedure

Section 16 Persons and their brokers must sign the enclosed Broker Instruction/Representation attached hereto as Appendix A which imposes two requirements on the broker handling transaction in Avangrid securities:

- Not to enter any order (except for orders under pre-cleared Rule 10b5-1 Plan) without:
  - (i) first verifying with Avangrid that the transaction was pre-cleared; and
  - (ii) complying with the brokerage firm's compliance procedures (e.g., Rule 144).
- To report immediately to Avangrid via:
  - (i) telephone; and
  - (ii) in writing (via e-mail) the details of every transaction involving Avangrid securities, including gifts, transfers, pledges, and all 10b5-1 transactions.

Section 16 Persons and their brokers must sign the enclosed Broker Instruction/Representation Form and return it to the Securities Compliance Officer as soon as possible and no later than three (3) business days after opening an account.

In addition, Avangrid requires that the administrator or trustee of any 401(k), retirement or incentive compensation plan under which a Section 16 Person holds or transacts in Avangrid securities to report immediately any transactions involving Avangrid securities.

##### Filing of Reports; Power of Attorney

Upon receipt of the request for pre-approval and the subsequent determination by the Securities Compliance Officer that Section 16 Persons may effect the transaction, the Securities Compliance Officer causes the preparation of a Form 4 for the transaction. Form 4s must be filed with the SEC within two (2) business days of the reportable transaction (i.e., received by the SEC by 10:00 p.m. Eastern time on the second business day after the trade date). In addition, at the end of each fiscal year, the Securities Compliance Officer will cause the office of the Avangrid Corporate Secretary to send a Form 5 filing reminder to Section 16 Persons to be promptly completed, signed and returned to the office of the Avangrid Corporate Secretary. If a Section 16 Person's response to the Form 5 reminder indicates that a Form 5 filing is required, then the office of the Avangrid Corporate Secretary will then prepare and file with the SEC a Form 5 on such Section 16 Person's behalf.

In order to enable Avangrid to prepare and file Forms 4 and 5 on a timely basis, it is imperative that each Section 16 Person sign a power of attorney.

While this Policy is designed to have Section 16 Persons comply with Section 16 of the 1934 Act, each Section 16 Person should recognize that it will remain his or her obligation to see that his or her filings are made timely and correctly, and that such Section 16 Person does not engage in unlawful short swing transactions. Avangrid cannot and does not assume any legal responsibility in this regard.

### EDGAR Filing Codes

In order to meet the short filing deadline and comply with the requirement that all Form 4s should be filed electronically, Section 16 Persons will need to procure an EDGAR filing number. To the extent that a Section 16 Person has not already done so, he or she must provide the Securities Compliance Officer with his or her EDGAR CIK and CCC codes and passphrase. Section 16 Persons who do not have personal EDGAR filing codes must advise the Securities Compliance Officer, who will arrange to obtain EDGAR codes on behalf of such persons.

## BROKER INSTRUCTION/REPRESENTATION

TO: [Broker] \_\_\_\_\_

FROM: [Your Name] \_\_\_\_\_

RE: Pre-approval Procedure for All Transactions, Including Transfers, etc. Involving Avangrid, Inc. Securities

In order to comply with the two-day filing requirement for directors and officers and others (including family members) subject to Section 16 of the Securities Exchange Act of 1934, Avangrid, Inc. (the "Company") has instituted compliance procedures which require a signed copy of this form immediately to be returned to the Company.

I authorize the Company and you, my securities broker, to implement procedures for reporting to the Company all my transactions (including those of my family members and other entities attributable to me under Section 16) involving Company shares, including transfers such as gifts, and other changes in beneficial ownership.

Prior to executing any instruction (other than pursuant to a pre-cleared Rule 10b5-1 plan) from me involving Company shares, you agree that you will verify with the Company that my proposed order or instruction has been approved. You also agree to adhere to your brokerage firm's Rule 144 procedures and all other relevant compliance procedures.

Immediately upon execution of any transaction or instruction involving Company shares (including Rule 10b5-1 transactions), you agree to provide all the details of the transaction to the Company, both (a) by telephone and, (b) in writing (by e-mail).

Sincerely,

\_\_\_\_\_  
Signature of Section 16 Person

\_\_\_\_\_  
Print Name of Section 16 Person

\_\_\_\_\_  
Date

[Broker acknowledgement overleaf]



I agree to comply with all the procedures set forth in the Broker Instruction/Representation Form provided by

\_\_\_\_\_.

\_\_\_\_\_  
Signature of Broker

\_\_\_\_\_  
Print Name of Broker

\_\_\_\_\_  
Date

\_\_\_\_\_  
Brokerage Firm Name

\_\_\_\_\_  
Brokerage Firm Address

\_\_\_\_\_  
Brokerage Firm Telephone

\_\_\_\_\_  
Brokerage Firm Telephone

\_\_\_\_\_  
Brokerage Firm Email

Acknowledged by:

\_\_\_\_\_  
Branch Manager

\_\_\_\_\_  
Print Name of Branch Manager

Please email a copy of this signed form to [\_\_\_\_\_].

# ACKNOWLEDGEMENT CONCERNING INSIDER TRADING POLICY

By my signature below, I acknowledge that I have read and understand the Avangrid Insider Trading Policy, and that I agree to abide by its provisions.

Signature \_\_\_\_\_

Name (printed): \_\_\_\_\_

Date \_\_\_\_\_

# Related Party Transaction Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Related Party Transaction Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

Under Avangrid’s Code of Business Conduct and Ethics and Corporate Governance Guidelines, all directors and employees must report any activity that would cause or appear to cause a conflict of interest on their part. The Board of Directors recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board of Directors has adopted this Policy to ensure that all Related Party Transactions (as defined below) shall be subject to review, approval or ratification in accordance with the procedures set forth below. The requirements and procedures set forth in this Policy are non-exclusive of and should be read in conjunction with the other documents that comprise the Governance and Sustainability System. This Policy supports the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations.

## 2. Definitions

For the purposes herein:

- A “Related Party” includes any person who is, or at any time since the beginning of Avangrid’s last fiscal year was, a director, director nominee, executive officer, beneficial owner of more than 5% of any class of Avangrid’s voting securities (“Significant Stockholder”) or any Immediate Family Member of any such person.
- An “Immediate Family Member” includes any child, stepchild, parent, stepparent, spouse, sibling, parent-in-law, child-in-law, sibling-in-law and any person sharing the household of the director, executive, nominee or Significant Stockholder (except tenants and employees).
- A “Related Party Transaction” is any individual or series of financial transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which any Avangrid Group company was, is or will be a participant and in which any Related Party had, has or will have a direct or indirect interest. Notwithstanding the foregoing, a Related Party Transaction does not include transactions available to all employees generally.

## 3. Identification of Potential Related Party Transactions

Each director, nominee for director and executive officer is responsible for providing written notice to the general counsel of Avangrid (the “General Counsel”) of any potential Related Party Transaction involving themselves, or their Immediate Family Member. In addition, each director, nominee for director and executive officer is required to complete a questionnaire on an annual basis designed to elicit information about any potential Related Party Transactions. The General Counsel, in consultation with other members of Avangrid management and with outside counsel, will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

## 4. Review and Approval of Related Party Transactions

Anyone seeking approval of a potential Related Party Transaction shall provide notice to the General Counsel of the facts and circumstances relative to the proposed Related Party Transaction, including, to the extent known:

- the name of the Related Party and the Related Party's relationship to the Company;
- the Related Party's interest in the transaction;
- the material facts of the proposed Related Party Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved;
- the approximate dollar value of the Related Party's interest in the transaction;
- the benefits to the Company of the proposed Related Party Transaction; and
- any other information regarding the transaction or the Related Party in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

If the General Counsel affirms that the proposed transaction is a Related Party Transaction, the proposed Transaction shall be submitted to the Audit Committee or the Audit Committee's authorized delegate for consideration as soon as practicable. The Audit Committee or delegate (as the case may be) shall consider all of the relevant factors, including but not limited to (if and to the extent applicable):

- the benefits to Avangrid;
- the impact on a director's independence in the event the Related Party is a director, an Immediate Family Member of a director or an entity in which a director is a partner, shareholder or executive officer;
- the opportunity costs of other sources for comparable products or services, including whether the transaction is made on terms no less favorable than terms that would be generally available to an unaffiliated third-party under the same or similar circumstances;
- the terms of the transaction; and
- the actual or apparent conflict of interest of the Related Party.

No director shall participate in any review, discussion, consideration or approval of any Related Party Transaction with respect to which such director or any of their Immediate Family Members is the Related Party, except to the extent that such director is required to provide all material information concerning the interested transaction to the Audit Committee.

The Audit Committee shall approve only those Related Party Transactions that are in, or not inconsistent with, the best interests of the Company and its stockholders. For the avoidance of doubt, Related Party Transactions that also fall within the scope of transactions requiring approval of the Unaffiliated Committee of the Board of Directors (as defined in Section 7 below) are not subject to Audit Committee review under this Policy but are subject to the terms of the Shareholder Agreement referenced in Section 7 below.

## 5. Pending and Completed Related Party Transactions

In the event an executive officer or director of Avangrid becomes aware of a Related Party Transaction that has not been previously approved or ratified under this Policy, they shall notify the General Counsel to facilitate the following review:

- If the Related Party Transaction is pending or ongoing, the facts and circumstances relative to the transaction will be submitted to the Audit Committee or the authorized delegate promptly and the Audit Committee or the authorized delegate shall then consider all of the relevant factors described in Section 4 above. Based on such review, the Audit Committee or the authorized delegate shall evaluate alternatives relative to the transaction, including but not necessarily limited to ratification, amendment or termination of the Related Party Transaction.

- If the Related Party Transaction is completed, the Audit Committee or the authorized delegate shall evaluate the transaction taking into account the relevant factors described in Section 4 above to determine whether rescission of the transaction and/or any disciplinary action (assuming the Related Party involves an executive officer or director of Avangrid) is appropriate. Depending on the circumstances, the Audit Committee may also request that the General Counsel re-evaluate Avangrid's controls and procedures relative to identification and administration of potential Related Party Transactions and determine whether any changes should be recommended for approval by the Audit Committee.

## **6. Exempted Transactions**

Notwithstanding the foregoing, the following types of transactions are deemed not to create or involve a material interest on the part of the Related Party and will not be reviewed, nor will they require approval or ratification, under this Policy:

- transactions involving the purchase or sale of products or services in the ordinary course of business, not exceeding \$120,000;
- compensation arrangements of any (i) executive officer, if such arrangements have been approved by the Board of Directors or its delegate, or (ii) director, if such arrangements have been approved by the Board of Directors;
- any transaction with another company at which a Related Party's only relationship is as an employee, director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1,000,000 or 2% of that company's total annual revenues;
- any transaction where the Related Party's interest arises solely from the ownership of a class of securities of Avangrid and all holders of that class of securities will receive the same benefit on a pro rata basis; and
- transactions involving less than \$5,000 in amount.

## **7. Related Party Transactions Requiring Review of the Unaffiliated Committee**

Notwithstanding the foregoing, and for the avoidance of doubt, any Related Party Transactions that fall within the scope of transactions requiring approval of the Unaffiliated Committee of the Board of Directors pursuant to Section 5.2 of that certain Shareholder Agreement, dated 16 December 2015, by and between Avangrid and Iberdrola, S.A. shall be subject to the review and, where necessary, consent of the Unaffiliated Committee of the Board of Directors pursuant to the terms of the Shareholder Agreement.

## **8. Scope and Waivers**

This Policy has been adopted by the Board of Directors as the general guidelines for approving and disclosing Related Party Transactions. Nothing in this Policy shall prohibit the Board of Directors or any committee of the Board of Directors from approving any transaction that is approved in accordance with the provisions of applicable law, including the New York Business Corporation Law and the rules and regulations of the U.S. Securities and Exchange Commission and the New York Stock Exchange.

Waivers or exceptions to this Policy may be granted by either the Audit Committee or the full Board of Directors. Any waiver or exception to this Policy granted by the Audit Committee shall be promptly reported to the full Board of Directors.

## **9. Review of Policy**

The Audit Committee, with the assistance of the Governance and Sustainability Committee of the Board of Directors, will review this Policy periodically and will report the results of this review to the Board of Directors.

## **10. Disclosure**

All Related Party Transactions are to be disclosed in Avangrid's proxy statement and other appropriate filings as required by the rules and regulations of the U.S. Securities and Exchange Commission and the New York Stock Exchange. This



Policy will be described in Avangrid's proxy statement and other appropriate filings as required by the rules and regulations of the U.S. Securities and Exchange Commission and the New York Stock Exchange.

# Fair Disclosure Policy

February 15, 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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Fair Disclosure Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

It is the policy of Avangrid to maintain an active and open public dialogue with shareholders, institutional investors, broker/dealers, investment analysts, investment advisers and managers, and investment companies (collectively, “Securities Market Participants”). Avangrid is committed to the fair disclosure of information consistent with the U.S. Securities and Exchange Commission’s Regulation Fair Disclosure (“Regulation FD”). Regulation FD generally prohibits Avangrid from disclosing material nonpublic information outside Avangrid to (a) market professionals and (b) holders of Avangrid securities if it is reasonably foreseeable that the security holders will trade on the basis of the information, unless the information is simultaneously disclosed to the public. Accordingly, Avangrid has established the following guidelines to avoid disclosure of material nonpublic information, other than through public disclosure that shall be the responsibility of Avangrid’s Finance, Treasury, and Investor Relations Division in coordination with the Compliance Unit. This Policy contributes to the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals (SDGs) adopted by the member states of the United Nations.

For purposes of this policy:

- (1) A disclosure of material nonpublic information is “intentional” when the person making the disclosure either knows, or is reckless in not knowing, that the information he or she is communicating is both material and nonpublic.
- (2) Information is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, sell or hold a security. Any information that could reasonably be expected to affect the price of a security whether positively or negatively should be considered material. There are no bright line tests for assessing materiality; rather materiality is based on an assessment of all the facts and circumstances. Possible material information or events may include, but are not limited to
  - a. quarterly or annual earnings or operational results;
  - b. guidance on earnings estimates;
  - c. mergers, acquisitions, tender offers, joint ventures, divestitures, material changes in assets or other corporate transactions;
  - d. senior management changes or changes in control of Avangrid;
  - e. information about dividend payments;
  - f. significant events concerning Avangrid’s physical assets;

- g. new projects, contracts with suppliers, or developments regarding customers or suppliers (e.g., the acquisition or loss of a contract);
  - h. events regarding Avangrid's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to the rights of securityholders, public or private sales of additional securities or information related to any additional funding);
  - i. changes in auditors or auditor notification that the issuer may no longer rely on an audit report;
  - j. bankruptcies or receiverships;
  - k. regulatory investigations or litigation-related developments involving Avangrid;
  - l. regulatory approvals or changes in regulations and any analysis of how they affect Avangrid;
  - m. physical or cybersecurity risks and incidents including vulnerabilities or breaches of facilities or information systems owned or used by the Avangrid Group; and
  - n. deterioration or improvement in Avangrid's credit status with rating agencies.
- (3) "Nonpublic information" is information that is not generally known or available to the public. Information is considered publicly available, and thus public, only when it has been released in a manner that would result in its widespread dissemination and the investing public has had time to absorb the information.
- (4) "Public disclosure" means filing or furnishing a current report on Form 8-K with the U.S. Securities and Exchange Commission ("SEC"), or disseminating information through another method (or combination of methods) of disclosure that is reasonably designed to provide broad, non-exclusionary distribution of the information to the public.

This Policy will be posted on Avangrid's website at [www.avangrid.com](http://www.avangrid.com) and updated as necessary to ensure that Securities Market Participants are informed about Avangrid's disclosure policy.

## 2. Compliance Guidelines

Directors, officers and employees of Avangrid will not disclose material nonpublic information about Avangrid except in a manner that is consistent with applicable SEC rules and regulations. The Board of Directors has adopted this Policy to provide guidance for responding to external requests for, and making disclosures of, material information in order to promote Avangrid's goal of providing accurate and timely communications to the investment community on a broad, non-exclusionary basis in accordance with Regulation FD. Because this is an area that requires specialized judgment, you should contact Avangrid's General Counsel if you have questions.

If any employee believes that material nonpublic information may have been disclosed other than through a public disclosure, that employee should contact Avangrid General Counsel immediately. Avangrid's General Counsel will determine the appropriate public disclosure, if any, to be made in accordance with SEC rules and regulations.

### A. Authorized Persons

Persons authorized to communicate on behalf of Avangrid to Securities Market Participants are limited to Avangrid's principal executive officer ("PEO"), the principal financial officer (the "PFO"), General Counsel, Vice President – Finance, and Vice President – Sustainability (each, an "Authorized Person"). Individual members of the Board of Directors will not communicate with Securities Market Participants other than through, or with the consent of, the Chairman of the Board of Directors (or lead independent director, if applicable) who shall generally coordinate any such communications in advance with an Authorized Person. From time to time, the PEO, the PFO or the Board of Directors may designate in writing other persons authorized to communicate on behalf of Avangrid with Securities Market Participants.

In addition, the PFO and other persons designated by the PFO are authorized to communicate with employee shareholders and beneficial owners in response to inquiries regarding employee shareholder accounts and other administrative matters. Except as specified above, employees shall not communicate with Securities Market Participants,

and should refer all questions to the PFO. Any reference to “employees” in this policy also relates to contractors who devote all or substantially all of their time to Avangrid.

In order to ensure that complete and accurate information is obtained, Securities Market Participants should be, and are instructed to, direct all inquiries regarding Avangrid’s financial condition, results of operations, strategies and other similar matters to the PFO. Statements by employees or agents who are not Authorized Representatives should not be relied upon.

#### B. Quarterly Earnings Release Conference Calls and Updates

Avangrid will hold quarterly investor conference calls in a Regulation FD compliant manner that will be open to the public and media and provide advance notice of the call through a press release or other means of widespread public dissemination. Before the conference call, Avangrid will distribute publicly its quarterly or annual earnings release. Avangrid will also file its quarterly and annual earnings releases with the SEC on a current report on Form 8-K. Playback of the conference call will be provided on Avangrid’s website after the conference call for at least 30 days.

To the extent that Avangrid provides guidance relative to its financial goals, future earnings, performance or operations, all guidance, and changes to or affirmations of guidance, will be provided through public disclosure in a Regulation FD compliant manner. Any change to guidance practices, including the suspension of current guidance, will be announced in the same manner in which Avangrid provides guidance. Avangrid will not subsequently affirm previously-released guidance, if any, or comment on current quarter or annual performance, except through public disclosure in a Regulation FD compliant manner.

As needed, from time to time, Avangrid may hold investor conference calls open to Securities Markets Participants and will provide public notice about the call through a press release or other means of widespread public dissemination.

#### C. Notification to the NYSE

Avangrid will notify the New York Stock Exchange (the “NYSE”) of its intention to issue any press release containing information that might reasonably be expected to affect the price of Avangrid securities within the period required by the NYSE before issuing the press release, and will furnish a copy of the press release to the NYSE, in accordance with NYSE requirements.

#### D. Quiet Period

Commencing 14 days prior to the issuance of the quarterly or year-end earnings release and earnings conference call, Avangrid will observe a “quiet period” during which, absent special circumstances, Avangrid will not comment on any guidance or Avangrid’s financial outlook or performance for the quarter or the year to date. The object of the quiet period is to minimize the risk of material nonpublic information, other than through a public disclosure, and the spread of any rumors prior to Avangrid’s earnings announcement.

#### E. Analyst Models and Reports

Avangrid may review draft analyst reports but will not comment on such reports other than to correct inaccuracies by referencing publicly available historical information or to correct arithmetical errors.

#### F. Ongoing Monitoring and Tracking of Public and Nonpublic Information and the Trading of Securities

Avangrid’s Finance and Investor and Shareholder Relations Divisions will monitor and track the prices and trading volumes of Avangrid securities, and public and nonpublic information that may have a material influence on the trading price of Avangrid securities. The Finance and Investor and Shareholder Relations Divisions will establish the required coordination with the Corporate Communications Division, General Counsel, and the Secretary of the Board of Directors in order to be aware of relevant public and nonpublic information. The Finance and Investor and Shareholder Relations Divisions shall report any unusual activity on the trading price or activity of Avangrid securities to the Compliance Unit.

### G. Communications and Meetings

To the extent practical, at all pre-scheduled meetings, conference calls or other communications with Securities Markets Participants, at least one Authorized Person and one other employee of Avangrid will be present.

Avangrid may participate from time to time in securities firm-sponsored and other investor and industry conferences. The PEO or PFO shall pre-approve Avangrid's participation in these conferences. To the extent possible, Avangrid will publicly announce its participation in such conferences. All written presentations and speeches to be made at a conference should be reviewed in advance by the Investor and Shareholder Relations and Legal Services Divisions.

Avangrid will not intentionally disclose any material nonpublic information during such meetings, conference calls, conferences or such other communications, unless such information is disseminated in a public disclosure in a Regulation FD compliant manner simultaneously with such disclosure. With respect to any non-intentional disclosure of any material nonpublic information, Avangrid will make such public dissemination in a Regulation FD compliant manner promptly after the unintentional disclosure of the material nonpublic information occurs.

### H. Television, Radio and Online Broadcasting Appearances

All requests to conduct business-related television, radio or online broadcasting programs, or to appear as a guest on such programs, must be approved in advance by the PEO or PFO. Broadcast activities that are a part of an approved marketing effort do not need to be approved in advance. Avangrid will disclose material nonpublic information to the media solely by means of a Regulation FD compliant presentation.

### I. Use of Social Media

Avangrid participates in various social media platforms, including, but not limited to Twitter, Facebook, and LinkedIn. Broadly, the purpose of Avangrid's participation in social media is to create greater brand awareness, reach and influence communities with affinity to corporate brands and products, recruiting, and community relations. Avangrid will not use social media platforms to disclose material nonpublic information. Avangrid may monitor what others are saying about Avangrid in online chat rooms, forums and social media platforms. However, Avangrid generally will not correct any inaccuracies that may appear unless required to do so by law or by regulators. The Avangrid Group's use of social media is also subject to other Avangrid policies and rules, including, without limitation Avangrid's Social Media Policy, Insider Trading Policy, Personal Data Privacy Policy, and Code of Business Conduct and Ethics.

### J. Rumors; No Comment Policy

Avangrid will not comment on market rumors in the normal course of business. When it is learned that rumors about Avangrid are circulating, Authorized Persons should state only that it is Avangrid's policy to not comment on rumors. If the source of the rumor is found to be internal, Avangrid's Compliance Unit should be consulted to determine the appropriate response. Any exceptions to this policy must be approved by the PEO or PFO.

### K. Forward-looking Statements

Avangrid will use safe harbor language intended to satisfy the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 with respect to forward-looking statements about financial goals, future earnings, performance or operations at the beginning of quarterly conference calls with Securities Market Participants and whenever its representatives speak with analysts or investors. Safe harbor language will also be incorporated in all Avangrid's written investor relations documents.

### L. Further Information about this Policy

All inquiries regarding the provisions or procedures associated with this Policy should be addressed to the Avangrid General Counsel.



## M. Violations

Violations of Regulation FD are subject to SEC enforcement actions, which may include an administrative action seeking a cease-and-desist order or a civil action against Avangrid or an individual seeking an injunction and/or civil monetary penalties. Any violation of this Policy shall be brought to the attention of the Chief Compliance Officer and may constitute grounds for termination of service.

# Executive Compensation Recovery Policy

October 18, 2023

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 a member of the group of companies controlled by Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted this Executive Compensation Recovery Policy (this “Policy”) to assist in exercising its responsibilities to Avangrid and its shareholders. This Policy is subject to periodic review and modification by the Board of Directors from time to time. This Policy 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 inspired by and 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

The Board of Directors believes that it is in the best interests of Avangrid and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces Avangrid’s pay-for-performance compensation philosophy. The Board of Directors has therefore adopted this Policy, which provides for the recovery of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws. This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the “Exchange Act”) and contributes to the achievement of goal sixteen (Peace, Justice and Strong Institutions) of the Sustainable Development Goals approved by the member states of the United Nations.

## 2. Excess Incentive Compensation Recovery

In the event that Avangrid is required to prepare an accounting restatement of its financial statements filed with the U.S. Securities and Exchange Commission due to the Avangrid’s material noncompliance with any financial reporting requirement under the federal securities laws, including, without limitation, any restatement required to correct errors that were not material to previously issued financial statements but would result in a material misstatement if (a) the errors were left uncorrected in the current report or (b) the error correction was recognized in the current period, the Compensation and Nominating Committee of the Board of Directors (the “Committee”) shall require reimbursement, recovery or forfeiture of any excess Incentive Compensation (defined below) awarded to any Covered Executive (defined below) during the three completed fiscal years immediately preceding the date on which Avangrid is required to prepare such accounting restatement.

For purposes of this Policy, “Covered Executive” shall mean any current or former officer of the Avangrid Group who is required to file reports pursuant to Section 16 of the Exchange Act, as amended, and such other employees who may from time to time be deemed subject to the Policy by the Committee and “Incentive Compensation” shall mean all bonuses and other incentive and equity compensation awarded, granted, earned or vested based wholly or in part on the attainment of one or more Financial Reporting Measures (i.e., bonuses and other short- and long-term cash incentives; stock options; stock appreciation rights; restricted stock or restricted stock units; and performance shares or performance share units). “Financial Reporting Measures” are those measures that are determined and presented in accordance with the accounting principles used in preparing Avangrid’s financial statements and any measures derived wholly or in part from such financial information.

The Committee shall seek reimbursement or recovery of the portion of Incentive Compensation paid or awarded the Covered Executive that is greater than would have been paid or awarded if calculated based on the accurate financial statements for financial reporting measures, as determined by the Committee. If the Committee cannot determine the amount of excess Incentive Compensation received by the Covered Executive directly from the information in the accounting restatement, then it will make its determination based on a reasonable estimate of the effect of the accounting restatement. The Committee will determine, in its sole discretion, the method for reimbursement or recovering of excess Incentive Compensation.

### **3. No Indemnification; Other Rights**

Avangrid shall not indemnify any Covered Executives against the loss of any incorrectly awarded Incentive Compensation. The Committee may require that any employment agreement, equity award agreement or similar agreement, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to Avangrid pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to Avangrid.

### **4. Other Recoupment Rights**

The Committee intends that this Policy will be applied to the fullest extent of the law. The Committee may require that any employment agreement, equity award agreement, or similar agreement entered into shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to Avangrid pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to Avangrid. In addition to the mandatory reimbursement or forfeiture of excess Incentive Compensation received by any Covered Executive provided for in this Policy, to the extent permitted under applicable law, the Committee or the Administrator of any of the incentive compensation plans adopted by the Avangrid Group (as such term is defined in such incentive compensation plans) may require reimbursement or forfeiture of any excess Incentive Compensation received by any employee of the Avangrid Group that is not a Covered Employee during the three completed fiscal years immediately preceding the date on which Avangrid is required to prepare an accounting restatement.

### **5. Impracticability**

The Committee shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Committee in accordance with Rule 10D-1 of the Exchange Act and the listing standards of the national securities exchange on which Avangrid's securities are listed.

### **6. Miscellaneous**

The Board of Directors is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the Securities and Exchange Commission or any national securities exchange on which Avangrid's securities are listed. The Board of Directors may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect final regulations adopted by the Securities and Exchange Commission under Section 10D of the Exchange Act and to comply with any rules or standards adopted by a national securities exchange on which Avangrid's securities are listed. The Board of Directors may terminate this Policy at any time. This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators, or other legal representatives.