

**CHARTER OF  
THE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
THE AES CORPORATION**

**February 2025**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The AES Corporation (the “Company”) shall be to identify and recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to Board composition, procedures and committees; to recommend and advise the Board with respect to the corporate governance principles applicable to the Company; to oversee and implement the process for the evaluation of the Board; to review the performance evaluation process implemented by the Compensation Committee for the Company’s Chief Executive Officer and other senior management; to periodically review and oversee the Company’s programs, policies, and practices designed to achieve its goal to act in a socially responsible way; to periodically review and oversee the Company’s programs, policies, and practices related to environmental and safety matters; and to review the Company’s dispute resolution, operations, construction, insurance, regulation and lobbying matters.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall be comprised of three or more directors who qualify as independent directors (“Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”).

The Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board annually and may be removed by the Board at any time. The Board shall designate the Chairperson of the Committee. No member of the Committee shall be removed except by majority vote of the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall fix its own rules of procedure, which shall be consistent with the Amended and Restated By-Laws (the “Bylaws”) of the Company and this Charter. The Committee shall meet as provided by its rules, which shall be at least four times annually or more frequently as circumstances require. The Chairperson will chair all regular sessions of the Committee. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees, other Board members, and/or officers such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee, other Board members, and/or officers any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

#### **IV. DUTIES OF THE COMMITTEE**

##### **A. Board Candidates and Nominees**

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

(a) To identify individuals who the Committee believes are qualified to become Board members. When identifying candidates for Board membership, the Governance Committee shall include, and shall request that any search firm it engages include, a range of candidates with different backgrounds, skills, experiences, perspectives and personal characteristics.

(b) To establish other criteria for the selection of new directors to serve on the Board and to establish procedures for evaluating the suitability of potential director nominees proposed by management, other Board members or stockholders.

(c) To recommend to the Board the director nominees for election by the stockholders at each annual meeting of stockholders or for appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the Board's criteria for selecting new directors. Such criteria include the possession of such knowledge, experience, skills, perspective, expertise, integrity, ability to make independent analytical inquiries, understanding of the Company's strategies and global business environment and willingness to devote adequate time and effort to Board responsibilities so as to enhance the Board's ability to oversee and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NYSE listing requirements. When formulating its Board membership recommendations, the Governance Committee shall consider any advice and recommendations offered by the Chief Executive Officer, the Chairman of the Board, and other Board members.

(d) To evaluate candidates for nomination to the Board, including those recommended by stockholders, adopt procedures for the submission of recommendations by stockholders as it deems appropriate and conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

(e) To evaluate and make recommendations to the Board regarding the independence of each director nominee.

(f) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

(g) To consider matters relating to the retirement of members of the Board, including term limits or age limits.

(h) To consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders.

## **B. Board Composition and Procedures**

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise, perspectives, integrity, ability to make independent analytical inquiries, understanding of the Company's strategies and global business environment and willingness to devote adequate time and effort to Board responsibilities required for the Board as a whole and contains at least the minimum number of Independent Directors required by the NYSE.

(b) To make recommendations concerning the designations of the Board's Chairman, Lead Independent Director, and Alternate Lead Independent Director.

(c) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(d) To make recommendations on the frequency and structure of Board meetings.

(e) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle or policy.

### **C. Board Committees**

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, the recommendation of members of the Board to serve as the Chairpersons of the committees, recommendations regarding periodic rotation of directors among the committees and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

(c) To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board, after consultation with the Chairman of the Board and the Lead Independent Director (if any).

(d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

### **D. Corporate Governance**

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(a) To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles recommended by the Committee shall address the following:

(i) Director qualification standards. The qualification standards established by the Committee must include independence standards which reflect at a minimum the independence requirements of the NYSE. The Committee shall also review and, at least annually, evaluate compliance with policies regarding director tenure, retirement, removal, succession, and over boarding.

(ii) Director responsibilities.

(iii) Director access to management, employees and, as necessary and appropriate, independent advisors.

(iv) Director compensation, including principles for determining the form and amount of director compensation, and for reviewing those principles, as appropriate.

(v) Director orientation and continuing education.

(vi) The review and implementation of a management succession plan by the Compensation Committee of the Board, including policies and principles for the selection and performance review of the Chief Executive Officer, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer and/or other senior officers.

(vii) Annual performance evaluation of the Board and the Board's committees.

(viii) Periodic performance evaluation of individual directors.

(b) To review periodically the level and form of compensation for directors of the Company and to propose, if appropriate, changes in director compensation to the full Board for consideration and approval.

(c) To review periodically, and at least annually, the corporate governance principles adopted by the Board, recommend any desirable changes to the Board and keep current with developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments.

(d) To consider any other corporate governance issues that arise from time to time, and to review appropriate recommendations for the Board.

(e) To review and recommend to the Board any proposed change to the Company's Certificate of Incorporation, Bylaws, Code of Conduct and/or any other corporate governance policies.

(f) To review and consider the voting results of any stockholder proposals relating to corporate governance matters and recommend to the Board the Company's response to any such proposals.

(g) To consider and review the Company's stockholder engagement initiatives.

#### **E. Evaluation of the Board and Management**

The Committee shall be responsible for overseeing the evaluation of the Board as a whole, each of its committees (including the Committee), and individual directors. Committee also shall review the procedures established and implemented by the Compensation Committee regarding the evaluation of senior management of the Company, including the Chief Executive Officer of the Company, and if it deems it necessary, the Committee shall provide proposed revisions to the Board of such evaluation procedures.

## **F. Social Responsibility**

The Committee shall be responsible for the periodic review and oversight of the Company's programs, policies, and practices designed to achieve its goal to act in a socially responsible way related to business conduct, public policy, human rights, charitable organizations, and community affairs and relations. The Committee shall also be responsible for the periodic review and oversight of the risks related to such social responsibility matters.

## **G. Environmental and Safety Programs and Compliance**

The Committee shall be responsible for the periodic review and oversight of the Company's environmental and safety programs, policies, and practices related to climate change, and employee safety. The Committee shall also be responsible for the periodic review and oversight of the risks related to such environmental and safety matters.

## **H. Dispute Resolution, Operations, Construction, Insurance, Regulation and Lobbying**

The Committee shall be responsible for the oversight and periodic review of the following:

(a) Significant pending or threatened litigation, arbitration or other disputes and government investigations, examinations, inquiries, demands, or proceedings, or any other significant claim or complaint alleging that the Company is not in compliance with applicable laws, regulations or industry standards, and the risks related thereto. As appropriate, the Committee shall also meet with the Company's General Counsel and legal personnel to review significant legal matters and claims, including those relating to dispute resolution and any related reports, and conflict management procedures and processes.

(b) Significant issues affecting the operations of the subsidiaries of the Company and the risks related thereto, including, but not limited to, the performance of generation, utility, and distribution businesses, and tariffs.

(c) The construction and execution of major projects, such as new power plant development and construction and transmission, distribution, infrastructure, liquefied natural gas-related projects, renewables projects (including solar, wind and battery storage projects), supply chain, and the risks related thereto.

(d) The Company's insurance programs (including directors' and officers' liability insurance) and significant insurance claims that may have a material impact on the Company's financial statements (in consultation with the Financial Audit Committee).

(e) The Company's compliance with laws and regulations applicable to its generation and utility businesses and related facilities and operations, and review of material regulatory developments related thereto with management.

(f) The Company's contributions to trade associations, including any amounts related to charitable, political and lobbying expenditures and related activities.

(g) The Company's material matters with respect to dispute resolution, operations, construction, insurance and regulatory programs and related issues.

#### **I. Reports to the Board**

The Committee shall report regularly to the Board (orally or in writing): (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate.

#### **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

#### **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, with such fees to be borne by the Company.