

**CONSOLIDATED EDISON, INC.**  
**BOARD OF DIRECTORS**  
**CHARTER OF THE SAFETY, ENVIRONMENT, OPERATIONS AND**  
**SUSTAINABILITY COMMITTEE**

**Statement of Purpose**

The purpose of the Safety, Environment, Operations and Sustainability Committee (the “Committee”) as a standing committee of the Board of Directors is to oversee the Company’s efforts relating to corporate responsibility and sustainability, which includes but is not limited to operating in a safe, environmentally sensitive and socially responsible manner, guarding the health and safety of Company employees and the public, delivering value to customers and fostering growth to meet the expectations of investors. In so doing, the Committee will review significant issues identified by the Company relating to: (a) the Company’s subsidiaries’ environment, health and safety programs, including those related to climate change, and their compliance with environment, health and safety laws and regulations, and the Company’s corporate environment, health and safety policies and procedures, including those relating to climate change, as may be necessary or appropriate;(b) the Company’s subsidiaries’ operating systems, the operating systems’ impact on the customer, and the operating systems’ compliance with laws and regulations and the Company’s corporate policies and procedures, as may be necessary or appropriate; and (c) the Company’s subsidiaries’ sustainability priorities, initiatives and strategies.

**Organization and Membership**

The Committee will be organized and conduct itself as follows:

- (A) Each year, the Corporate Governance and Nominating Committee will recommend for the Board of Directors’ approval the members of the Committee, consisting of three (3) or more persons who are not officers of the Company, one or more of whom shall be designated by the Board of Directors as Chair(s) of the Committee.
- (B) In order to discharge its responsibilities, the Committee will meet at least four (4) times each year, with additional meetings scheduled as determined by the Chair(s) of the Committee. The Chair(s) of the Committee will report to the Board of Directors after each meeting of the Committee.
- (C) The Chair(s) of the Committee will be responsible for coordinating and approving the agendas for meetings of the Committee. The agenda, together with materials relating to the subject matter of each meeting, will, to the extent practical, be

communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review. Minutes for all meetings of the Committee will be prepared and circulated.

- (D) A majority of the members of the Committee, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.
- (E) The Committee may meet by conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. The Committee may also take action by unanimous written consent.

### **Duties and Responsibilities**

The Committee will:

- (A) Provide advice and counsel to the Company's management on: (i) corporate environment, health and safety policies, including those related to climate change; (ii) environment, health and safety matters as management brings to the Committee's attention from time to time; and (iii) such sustainability matters as management brings to the Committee's attention from time to time;
- (B) Provide oversight to the Company's management on the design, operation, maintenance and performance of the Company's operating systems;
- (C) Review significant issues identified by the Company relating to: (i) the Company's subsidiaries' environment, health and safety programs, including those related to climate change; (ii) the Company's subsidiaries' compliance with environment, health and safety laws and regulations; (iii) the Company's corporate environment, health and safety policies and procedures, including those related to climate change, as may be necessary or appropriate in the furtherance of the Committee's purposes; and (iv) the reliable operation of the Company's operating systems;
- (D) Review significant developments and emerging issues and risks identified by the Company relating to the Company's corporate sustainability priorities;
- (E) Annually review the Company's Annual Sustainability Report;
- (F) Conduct an annual performance self-evaluation of the Committee and report to the Board the results of the self-evaluation;
- (G) Submit such recommendations to the Board of Directors with respect to the subject matters embraced within the preceding subsections of this charter as the Committee may deem necessary or desirable;

- (H) Make such other reviews and recommend to the Board of Directors such other actions, as the Committee may deem necessary or desirable: (i) to help promote the protection of the environment and the health and safety of Company employees and the public; and (ii) with respect to the design, operation, maintenance and performance of the Company's operating systems, including review of budget requirements and oversight of the risk management process;
- (I) Oversee the Company's management of such risks that have been identified through the Company's enterprise risk management program, relating to the purpose, duties and responsibilities of the Committee, as described in this Charter; and
- (J) Annually review its charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

The foregoing list of duties and responsibilities is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate in furtherance of the Committee's purposes.

Effective April 16, 2020