

# Appointment of Directors Policy

Updated on February 9, 2021

## 1. Introduction

Neoenergia S.A.'s ("Company") Appointment of Directors Policy ("Policy") is intended to ensure the composition of the Board of Directors, its Advisory Committees ("Committees") and the Executive Office, in an appropriate manner and in line with the best governance practices.

## 2. Purpose

This Policy aims to define the criteria for the composition of the Board of Directors, its Advisory Committees and the Company's Executive Office.

## 3. To whom it applies

This Policy applies to the members of the Board of Directors, its Committees and the Company's Executive Office.

## 4. Appointment of members of the board of directors, its committees and statutory executive office

Pursuant to the provisions of the Bylaws and the Shareholders' Agreement filed at the Company's headquarters, the process of appointment of the members of the Board of Directors, members of the Committees and Executive Office of the Company shall rely on the Remuneration and Succession Committee.

### 4.1. Requirements for appointment

For the composition of the Board of Directors and the Committees of the Company, the appointment of members must be based on a prior analysis of the needs of the Board of Directors and the Committees, in order to ensure that the Board of Directors and the Committees are composed of members that represent a diversity of capacities, knowledge, experiences, origins, nationalities, age and gender.

We also seek a composition that considers diversity, aiming to promote equal opportunities. In the selection process of candidates, any kind of inclination that could imply any form of discrimination, among others, due to gender, ethnic origin, age or physical disability will be avoided. In particular, according to what is stated in the fifth item of the Sustainable Development Goals (SDG) approved by the United Nations, any kind of inclination that makes it difficult to appoint directors will be avoided.

In the selection process, the search of candidates with knowledge and experience in the business sectors in which the Company acts or will act will be carried out.

All candidates to become members of the Board of Directors or the Committees must

be honest and reputable persons with competence, experience, qualification, training, availability and commitment to their duties.

In particular, they must be honest professionals whose conduct and professional trajectory is in line with the principles established in the Code of Ethics and with the corporate values set forth in the Purposes and Values of the Company.

Candidates may not (i) hold positions in companies that may be considered competitors of the Company; (ii) have or represent a conflicting interest with the Company; or (iii) be in any case of incompatibility or prohibition in accordance with general or sectoral legal provisions. For purposes of clarification, companies in which the shareholders signatory to the Shareholders' Agreement filed at the Company's headquarters have interest, as well as the controlling or affiliated companies of such shareholders, in any case, directly or indirectly, will not be considered competitors of the Company.

The Remuneration and Succession Committee shall evaluate the suitability, competence and requirements of unblemished conduct (these with the support of the Company's Compliance Unit) of the candidates for Directors and members of the Committees.

The Company may rely on the collaboration of external advisors to validate that candidates for members of the Board of Directors meet the above conditions and are not involved in any of the indicated impediments.

#### **4.1.1. Procedure for Appointment**

The election for the members of the Board of Directors shall be made on a biannual basis, as provided for in the Company's Bylaws, observing the provisions of the Shareholders' Agreement filed at the Company's headquarters.

##### **a) Appointment of directors under the Shareholders' Agreement:**

In relation to the appointments made under the Shareholders' Agreement, the shareholder who is entitled to appoint candidates to the Board of Directors shall notify the Remuneration and Succession Committee in writing, stating the candidates' full name and qualification before the general meeting that will elect the new Board of Directors. When appointing a member to the Board of Directors, the shareholder must present a statement attesting that all applicable legal requirements and those related to the Shareholders' Agreement and to the Company's Governance and Sustainability System have been duly observed in this appointment, together with the appropriate evidence.

##### **b) Appointment of independent directors:**

The appointment of independent members of the Board of Directors shall be proposed by the Remuneration and Succession Committee, which shall issue a recommendation to the Board of Directors. In order to issue this recommendation, the

Committee may request external assistance from a specialized company.

The Board of Directors shall include, in the proposal of the management regarding the general meeting for the election of independent members of the Board of Directors, a manifestation contemplating: (i) the adherence of each candidate to the position of member of the Board of Directors to the appointment policy; and (ii) the reasons, in light of the provisions of this regulation and the declaration referred to in Article 17 of the Novo Mercado Regulation, which establishes the framework of each candidate as an independent director.

#### c) Appointment of members of the Committees:

The election of members of the Committees shall be made by the Board of Directors, as provided for in the Company's Bylaws, observing the provisions of the Shareholders' Agreement filed at the Company's headquarters, upon prior recommendation of the Remuneration and Succession Committee.

### 5. Executive Office

The Executive Office is the executive joint body of management, and its members shall be elected and dismissed at any time by the Board of Directors. The members of the Executive Office shall have a term of office of three (3) years, and may be re-elected.

#### 5.1. Requirements

The positions in the Executive Office will be occupied by professionals with proven experience in their respective areas of activity, being prohibited the appointment of executive officers by any other criterion than the indisputable professional competence.

All candidates for positions in the Executive Office must be honest, reputable, competent, experienced, qualified, trained, available and committed to their duties.

In particular, they must be honest professionals whose conduct and professional trajectory is in line with the principles established in the Code of Ethics and with the corporate values set forth in the Purposes and Values of the Company.

Candidates may not (i) hold positions in companies that may be considered competitors of the Company; (ii) have or represent a conflicting interest with the Company; or (iii) be in any case of incompatibility or prohibition in accordance with general or sectoral legal provisions. For purposes of clarification, companies in which the shareholders signatory to the Shareholders' Agreement filed at the Company's headquarters have interest, as well as the controlling or affiliated companies of such shareholders, in any case, directly or indirectly, will not be considered competitors of the Company.

#### 5.2. Procedure for Appointment

The nominees for positions in the Executive Office will be evaluated by the Remuneration and Succession Committee, which will issue a recommendation to the Board of Directors.

The Remuneration and Succession Committee may count on the collaboration of external advisors to validate that the candidates for positions in the Executive Office meet the above conditions and are not involved in any of the indicated impediments.

### **5.3. Final Provisions**

This Policy was approved by the Board of Directors on April 23, 2019 and amended on February 9, 2021, after the opinion of the Remuneration and Succession Committee, which became effective on the date of publication of the announcement of the start date of the public offering for secondary distribution of common shares issued by the Company.

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