



# **INTERNAL REGULATIONS OF THE SUSTAINABILITY COMMITTEE**

2023



## SUMMARY

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## **INTERNAL REGULATIONS OF THE SUSTAINABILITY COMMITTEE OF NEOENERGIA S.A.**

### **CHAPTER I NATURE, PURPOSE AND APPROVAL OF THE REGULATIONS**

Article 1 - The Sustainability Committee ("Committee") of Neoenergia S.A. ("Company" or "Neoenergia") is a statutory permanent and internal advisory body linked to the Board of Directors, with powers to inform, analyze and present proposals to the Board of Directors within the scope of its functions provided for in this document. The Regulations of the Sustainability Committee ("Regulations") aims to establish the form of operation, the objectives and principles of action of the Committee, in compliance with the provisions in the Bylaws, in the shareholders' agreement filed at the Company's headquarters ("Shareholders' Agreement"), in the Company's Governance and Sustainability System and in the legislation in force, especially Law 6.404 of December 15, 1976 ("Brazilian Corporate Law").

Article 2 - These Regulations and its amendments shall be proposed by the Chairman of the Committee or the majority of its members and approved by the Company's Board of Directors and the proposed amendment shall be accompanied by justification on the causes and scope of the intended amendment.

### **CHAPTER II COMMITTEE DUTIES**

Article 3 - The Committee will have the following functions:

- a) In terms of purpose and values:
  - i. Advise the Board of Directors in approving and modifying the Group's purpose and values.
- b) In the area of Sustainable Development and Corporate Social Responsibility, a scope that includes issues related to the contribution to sustainable development, economy decarbonisation, respect for the surroundings and the environment, social action, quality and innovation of Neoenergia Group's associated companies:
  - i. Review policies on Sustainable Development, Corporate Social Responsibility and environmental, social and corporate governance requirements
  - ii. Oversight and assess processes of relations with Stakeholders;

- iii. Set the guidelines, criteria and general principles that should govern the preparation of non-financial information. After receiving the report issued by the Audit Committee on the process of preparation and presentation of non-financial information, as well as the clarity and integrity of its content, ensure that the content of the Non-Financial Information is in line with the Company's Sustainable Development strategy, and inform the Board of Directors, before approval of the non-financial information,
  - iv. Oversight the Company's performance in terms of sustainable development, particularly, ensuring that practices in the social and environmental areas are in line with the strategy and policies approved by the Board of Directors and the Sustainability Committee;
  - v. Monitor of Neoenergia Group's company contribution to the fulfillment of the United Nations' Sustainable Development Goals (SDG);
  - vi. Monitor the inclusion of the Group's companies into national and international sustainability indexes;
  - vii. Advise on the application of the Corporate Social Responsibility theme;
  - viii. Oversight and monitor Neoenergia Group's social action strategy and the sponsorship and donation plan, as resolved by the Board of Directors;
  - ix. Inform Neoenergia Institute's Social Responsibility and general actions;
  - x. Assess the situation of the Neoenergia Group in terms of Sustainable Development;
  - xi. Advise the Board of Directors on public initiatives in Sustainable Development;
  - xii. Assess voluntary initiatives and documents produced in the market;
  - xiii. Monitor and inform the Board of Directors on the latest trends in communication, marketing and responsible innovation;
  - xiv. Monitor the best business practices and the stance of the Neoenergia Group in an ESG+F scale (Environmental, Social, Governance and Financial); and
  - xv. Inform the Board of Directors of the information received regarding the measures and procedures adopted by the Neoenergia Group to implement and enforce the provisions of the *Human Rights Respect Policy*.
  - xvi. Issue reports and implement the actions requested by the Board of Directors or its Chairman.
- c) In terms of Corporate Governance and Compliance:
- i. In coordination with the Audit Committee, assess, monitor and review the Governance and Sustainability System, the Company's internal policies and procedures, to ensure its effectiveness in preventing inappropriate conduct. If necessary, recommend to the Board of



Directors the correction or improvement of the Company's internal policies, in order to render them more effective in promoting high ethical standards. In particular, inform the Board of Directors of the proposals for approval and amendment of the Regulations of the Company's Compliance Unit;

- ii. Communicate to the Board of Directors about the Annual Report on Corporate Governance;
- iii. On its own or the Compliance Unit's initiative, propose to the Board of Directors the appointment of members of the Compliance Unit, considering personnel profiles that are suitable for the fulfillment of their duties depending on the development of the Company's activities;
- iv. Receive information from the Compliance Unit, related to any relevant subject, regarding regulatory compliance and the prevention and correction of illegal or fraudulent behaviors;
- v. Receive information from the Compliance Unit on the interpretation, initiatives and proposals for amendment of the Code of Ethics, as well as any relevant issues related to its application and compliance, and on relevant subjects related to the effectiveness of the Company's Compliance System;
- vi. Through the Compliance Unit, review the Company's internal policies and procedures in order to prevent inappropriate behavior and identify any policies or procedures that are most effective in promoting the highest ethical standards;
- vii. Review and validate the annual budget of the Compliance Unit, for consideration by the Company's Board of Directors, and ensure that the Compliance Unit has the human and material resources required to perform its duties, ensuring its independence and effectiveness;
- viii. Validate the Annual Plan of Activities of the Compliance Unit;
- ix. Issue a yearly opinion on compliance with the Annual Activity Plan of the Compliance Unit and its performance before submittance to the Board of Directors;
- x. Issue a prior opinion on the Annual Report of the Company's Compliance System and on the Annual Report of the Subsidiaries' Compliance System, and submit them to the Board of Directors; and
- xi. Ensure that publications in the corporate governance website on Sustainable Development, Social Responsibility, Compliance, Governance and Sustainability System and other areas of competence are sufficient and adequate.



d) In terms of Corporate Reputation, a scope that includes issues related to image management, brand, external communication, institutional relations and other aspects related to the generation of trust and perception of transparency with Stakeholders:

- i. Monitor and inform the Board of Directors of the performance of Neoenergia Group in terms of Reputation;
- ii. Inform Reputation contents in Neoenergia Group's annual reports before approval by the Board of Directors;
- iii. Supervise intangible elements such as reputation, brand image, intellectual capital, internalization, transparency and ethics; and
- iv. inform those in charge, under the terms of the Company's Governance, about the Reputation actions and annual programs of activities of Neoenergia Institute and its respective budget, as well as the performance of activities of general interest and sustainable development that have been requested from Neoenergia Institute by the Group's subsidiaries.

Article 4 - The Committee will release, on the Company's *webpage*, the Annual Report of its activities, in relation to the previous year, until the disclosure of the annual results of the companies of Neoenergia Group. This report shall include the meetings held by the Committee and the main matters discussed, highlighting the recommendations made by the Committee to the Board of Directors.

### **CHAPTER III MEMBERSHIP, NAMING AND REMOVAL OF MEMBERS**

Article 5 - The Sustainability Committee will comprise five (5) regular members, who may or may not be members of the Board of Directors, designated by the Board of Directors, who may have alternates.

Paragraph One - The Committee shall have a Chairman who will be elected by the Board of Directors or from among its members and who will perform the duties established in these Regulations and others established by the Committee.

Paragraph Two - The Committee shall elect from among its members, or a non-member, a person to be the Secretary of the Committee and who will exercise his/her duties in accordance with these Regulations and other guidelines established by the Committee or the Board of Directors.



Article 6 - The Chairman of the Committee shall have the following duties:

- I. call and chair the Committee's meetings;
- II. comply with and enforce these Regulations;
- III. approve the agendas and schedules of the meetings;
- IV. invite, on behalf of the Committee, non-member participants to the Committee's meetings, pursuant to these Regulations;
- V. propose supplementary rules necessary for the Committee's performance; and
- VI. perform other acts of a technical or administrative nature necessary for the exercise of its duties.

Single paragraph - The Chairman of the Committee shall inform the Chairman of the Board of Directors, upon request, of the activities of the Committee and of any action taken or recommendation made during its meetings, prior to the first meeting of the Board of Directors following the Committee's meetings.

Article 7 - The members appointed to the Committee shall exercise their duties on the Committee (i) for the same term of office as they exercise their duties as members of the Board of Directors, when applicable; or (i) for the term of office defined by the Board of Directors upon appointment as a member of the Committee.

Single paragraph - The Committee members shall be considered invested in their positions on the respective dates of their appointment by the Board of Directors. The members who are part of the Committee and who are reelected as members of the Company's Board of Directors shall remain in their positions on the Committee, with no need for a new election.

Article 8 - Committee members shall be immediately removed from their positions:

- a) when, for any reason, including resignation or removal, they cease to hold the position as Board Member of the Company, if applicable; or
- b) by decision of the Board of Directors.



## **CHAPTER IV COMMITTEE MEETINGS**

Article 9 - The Committee shall meet as often as necessary, at the discretion of the Chairman of the Committee, to fulfill its commitments, but at least four (4) times a year, or when requested by at least half of its members.

Paragraph One - The Chairman of the Board of Directors and/or the Chief Executive Officer of the Company may request meetings of an informative nature with the Committee.

Paragraph Two - The Chairman of the Committee is responsible for proposing and submitting for approval, at the first meeting of the current year, the schedule of ordinary meetings of the respective year.

Article 10 - The Secretary of the Committee, at the request of the Chairman, will send a call for the meeting by any electronic means that allows the confirmation of said call - especially through the website of the Board of Directors, a fundamental tool for the effective exercise of the functions of the Management and its advisory committees. Alternatively, the call of meeting and information may be sent to the email address provided by the Committee member upon their investiture as a member of the Board of Directors. The call of meeting shall contain the agenda to be discussed and shall be accompanied by the necessary documents for the appreciation of the items in the agenda.

Single paragraph - The call of meeting shall be made between 4 (four) and 2 (two) business days in advance, unless urgent meeting is required. The need for prior notice shall be waived upon the attendance of all its members, or their alternates, and they unanimously accept the holding of the meeting and the discussion on the items on the agenda.

Article 11 - At least 3 (three) members of the Committee or their respective representatives will be required and will form a quorum for the installation of a Committee meeting on first call, when the Committee has 5 (five) elected members.

Paragraph One - The meeting shall be chaired by the Chairman of the Committee. In the absence of the Secretary of the Committee, the Chairperson of the Committee shall appoint one of its members to act as secretary for the meeting.

Paragraph Two - The Sustainability Committee, at the discretion of its Chairman, may hold meetings by means of multiconference systems or any other means that allow the recognition and identification of the participants at a distance, the permanent communication between the participants, regardless





of the place where they are, as well as their manifestation, in any case in real time, adopting the procedures that ensure that the connections are made through full guarantee of the participants' identity, the duty of secrecy and the protection of the corporate interest in preserving access to the information that is conveyed and generated during the meeting, the decisions made therein as well as the commitments that are adopted, and the members of the Committee shall comply with the security and privacy protocols established by the Company. The attending members shall be considered participants of the same and single meeting, which shall be considered held at the registered office.

Paragraph Three - All actions taken by the Committee shall be adopted by the majority vote of the attending or represented members at the meeting. In the event of a tie, the Chairman shall have the deciding vote.

Paragraph Four - The matters analyzed by the Committee, at the discretion of its Chairman or the majority of its members, may be the subject of reports and proposals that shall not be bound by the Board of Directors' resolution.

Paragraph Five - The Secretary of the Committee shall reduce each meeting to term, in its own minutes, which shall be signed after the meeting by its members and disclosed on the web page of the Board of Directors, at least one (01) day before the Board of Directors' meeting. The minutes may be signed by digital signature.

Paragraph Six - Any necessary action may be taken by the Committee, without a meeting, if, at the request of the Chairman of the Committee, all its members consent in writing, by letter, email or any other appropriate electronic means. Written consents shall be filed with the minutes of the Committee's meetings.

Paragraph Seven - The Committee member who, effectively and according to the law, has a conflict of interest with a specific matter to be considered by the Committee, shall inform the Chairman of the Committee prior to this circumstance and shall not participate in the section of the meeting in which the matter shall be considered, but may be invited to provide information. The Committee member who has justifiably been deemed to have a conflict of interest may challenge this fact to the Chairman of the Board of Directors, who shall resolve the matter.

Article 12 - A member of the Committee who is unable to attend a particular Committee meeting shall inform the Chairman of the Committee prior to the meeting, through the Secretary, the name of their alternate, who may represent them exclusively at that meeting.



Paragraph One - Upon request of the Chairman of the Committee, the other members of Neoenergia's Board of Directors may be invited to participate in the meetings, with no voting rights.

Paragraph Two - The Chairman of the Committee may also request, through the Secretary of the Committee, with copy, at his/her discretion, to the Chairman of the Board of Directors and the Company's Chief Executive Officer, the attendance of any Executive Officer, officer, superintendent, manager or Company's employee, as well as any member of the boards of directors of companies of which the Company is a part, whose appointment has been proposed by the Company, provided that there are no legal impediments on doing so.

Paragraph Three - People who are not members of the Committee may not participate in the meeting in the sections addressing aspects that are not within the scope of their activities or duties.

Article 13 - The Committee may access information, documents, accounting and non-accounting records, contracts, among other information and documents necessary to carry out its activities. They shall strictly comply with the protection of data and confidential information in accordance with Brazilian law.

Single paragraph - The Committee may propose to the Board of Directors, for its resolution, the hiring of consulting services from external professionals for the best performance of its duties. Such professionals must submit reports of their activities directly to the Committee's Chairman. The hiring of these professionals shall be done in compliance with the provisions of the Company's Bylaws, as well as the Company's internal procedures, policies and/or instructions. The costs of these consultancy services shall be included in the Committee's annual budget.

## **CHAPTER V COMPLIANCE, INTERPRETATION AND INTEGRATION OF THE REGULATIONS**

Article 14 - The members of the Committee are required to be aware of these Regulations and to comply with it, taking all necessary measures to this end, and the Secretary of the Committee shall provide them with a copy of this instrument, which shall also be available on the webpage of the Committee and on the Neoenergia's webpage.

Article 15 - Doubts or divergences in the interpretation of these Regulations shall be resolved by the majority vote of the members of the Committee or, in the event of a tie, by the Company's Board of Directors. The interpretation and solution of possible doubts and divergences by the Committee itself shall be informed to the Board of Directors.



Article 16 - In the absence of specific rules, the provisions of the Company's Bylaws and the Internal Regulations of the Board of Directors regarding the operation of the Board of Directors, as long as they are not incompatible with their nature and function, will apply to the Committee. The provisions contained in the Brazilian Corporate Law are fully applicable to the Committee members, especially those referring to the responsibilities, duties, obligations, limits, impediments and prohibitions of the Company's management.

Article 17 - These Regulations were approved by the Company's Board of Directors on May 18, 2021 and last updated on July 17, 2023, as disclosed on the Company's webpage.