



INTERNAL REGULATIONS OF NEOENERGIA BOARD OF DIRECTORS

2023

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NEOENERGIA S.A. BOARD OF DIRECTORS' INTERNAL REGULATIONS

CHAPTER I

PURPOSE, APPROVAL AND AMENDMENT OF REGULATIONS

1. These Internal Regulations ("Regulations") govern the principles, ways and means of operation of the Board of Directors ("Board"), in addition to the basic rules of its organization, the standards of conduct of its members and members the Committees connected thereto, and the relationship between the Board and the other governing bodies. These Regulations comply with the provisions of Neoenergia S.A. ("Company") Bylaws, the shareholders' agreement duly filed at the Company's headquarters ("Shareholders' Agreement"), the applicable regulations, the legislation in force, in particular Law 6,404 , of December 15, 1976, as amended ("Corporate Law"), and the Governance and Sustainability System of the Company, with the purpose of guaranteeing transparency, effectiveness, supervision and control in the functions of the Board, always representing the corporate interest.

1.1. In drafting these Regulations, the recommendations and best governance practices recognized and adopted both in the Brazilian and in the international markets were considered.

2. The Board, by means of a resolution approved by a majority of its members, may amend these Regulations at the discretion of any Director, and the proposal for the amendment intended must be accompanied by justification on the causes and scope thereof.

3. These Regulations were approved unanimously by the members of the Board of Directors at a meeting held on July 19, 2022.

CHAPTER II

GENERAL PRINCIPLES OF OPERATION

4. The Board develops its functions and competences with unity of purpose and convergingly for the benefit of the Company, regardless of criteria and loyalty to corporate interests, pursuant to the Company's Purpose and Values and Governance and Sustainability System, also complying, particularly as regards the Board, with the standards of organization and internal functioning that the Board sets forth based on its faculty of self-organization.

5. The performance of the Board will be focused essentially on defining the Company's strategic orientation, setting policies and protecting and valuing the Company's assets. The Board should develop its functions in order to promote corporate interest and ensure compliance with the Company's Bylaws and Shareholders' Agreement. The Board will also be in charge of disseminating the Company's policies, strategies and general guidelines, facilitating coordinated action in its direct or indirect subsidiary companies ("Subsidiaries"), always respecting these companies autonomy and decentralized management.

6. The Board is a collegiate decision-making body, responsible for establishing the general orientation of the Company's business, and deciding on strategic issues with an aim at achieving the guidelines that follow:

- (i) to promote and comply with the Company's corporate purpose;
- (ii) to promote the creation of sustainable value, and care for the interests of shareholders, making them compatible with those of other Stakeholders, as appropriate;
- (iii) to ensure the Company's sustainability, within a long-term and sustainable perspective that incorporates economic, social, environmental, ethical and good corporate governance considerations in the definition of the Company's business and operations;
- (iv) to adopt an agile management structure, composed of qualified and reputable professionals;
- (v) to issue guidelines for the Company's business and management, which will be reflected in the annual budget and strategic plans;
- (vi) to ensure that the guidelines and strategies defined are effectively implemented by the Executive Board, without however interfering in operating matters;
- (vii) monitoring the Company's internal and market performance indicators, guiding the corrective actions that it deems relevant;
- (viii) to prevent and manage situations of conflict of interest and divergence of opinions, in order to ensure that the interest of the Company always prevails;

- (ix) to ensure the continuity of the Company from the perspective of economic and financial sustainability, compatible with social and environmental responsibilities and ESG+F (Environmental, Social, Governance and Financial);
 - (x) to ensure that management identifies, mitigates and monitors the organization's risks; and
 - (xi) become aware of the annual activities programs of Instituto Neoenergia and its respective budget, as well as the execution of activities of general interest and sustainable development that have been requested from Instituto Neoenergia by the Group's controlled companies.
7. The Board is responsible for the matters provided for in article 142 of Corporate Law, in the applicable regulations and in the Company's Bylaws, in addition to those provided for in these Regulations.

CHAPTER III BOARD MEMBERS' RIGHTS AND DUTIES

8. The members of the Board of Directors ("Directors") will have access to the documents and information necessary for the exercise of their functions and resolutions, within at least 07 working days prior to the Board of Directors meeting. Requests for information or documents will be made through the Secretary of the Board.
9. The Directors may take note of the minutes of the meetings of the Executive Board and the Fiscal Council, as well as those of the Committees.
10. It is the duty of all Directors, in addition to those provided by law, the applicable regulations and the Bylaws:
- a) to adequately prepare for the meetings of the Board and, as the case may be, of the Committees to which they are members, and must diligently get acquainted with the matters to be discussed at the meetings;
 - b) to attend the meetings of the Board and of the Committees that they integrate, actively participating in the deliberations so that their criterion contributes effectively to the decision making;

- c) to perform the specific roles assigned to them by the Board or its Chairman, which are comprised in their commitment to dedication to the Company;
- d) to inform the Board about any irregularity and risk situation in the management of the Company, which may come to their attention;
- e) to oppose acts and agreements contrary to the Law, the Company's Governance and Sustainability System and corporate interest, requesting that their disagreement be recorded in the minutes of the meeting;
- f) to always act in the interest of the Company, employing, in the exercise of their functions, the care and diligence that every honest and active man usually employs in the management of his own business;
- g) to maintain the confidentiality of the information to which they have privileged access due to their position until its disclosure to the market, as well as to ensure that subordinates and third parties also do so;
- h) avoid situations of conflict of interest among others, to refrain from intervening, alone or jointly with a third party, in any business with the Company, its Subsidiaries and Affiliates (companies in which the Company or any of its Subsidiaries participates in the voting capital, without, however, holding control of such companies) and, also, between the Company and the subsidiary and affiliated companies of the administrators, as well as other companies that, with any of these people, belong to the same group in fact or by law, except with prior and specific approval by the Board;
- i) to declare, or be declared, prior to the resolution, that for any reason, they have a particular or conflicting interest with that of the Company in regard to a certain matter submitted to their appreciation, as soon as they identify a matter of this nature, absenting themselves from the discussions on the topic and abstaining from making a decision or issuing an opinion, as the case may be (except for the possibility of their partial participation at the request of the President of the Council to provide more information on the matter or the parties involved, absent themselves in any case of decision-making or issuing an opinion, as provided for in the Related Party Transactions Policy);

- j) to exercise their vote in the interest of the Company, regardless of the interest of the shareholder who elected them;
- k) to ensure that the relationship of the Board with the Committees, Fiscal Council, the Independent Auditors, the Executive Board and shareholders occurs in an efficient and transparent manner;
- l) to ensure compliance with these Regulations and the adherence to good corporate governance practices by the Company;
- m) to comply with all the internal policies of the Company to which they must submit, particularly complying with the provisions of the Company's Code of Ethics and Governance and Sustainability System;
- n) to serve the Company with loyalty, ethics and diligence; and
- o) to provide all statements required by law and/or requested by the Company, and inform the Board of any of the situations mentioned in item 19 of these Regulations.

11. In addition to the restraints provided for by Law, the regulations and the Bylaws, Directors are prohibited from:

- a) taking loans or resources from the Company for their own benefit, for third parties or for a company in which they hold a stake, as well as obtaining any kind of advantage, direct or indirect, for themselves or for third parties, due to the positions they hold;
- b) using the business opportunities they become aware of as a result of their position, for their own benefit or in detriment of the Company, its Subsidiaries and Affiliates, as well as failing to take advantage of business opportunities of interest to the Company in order to obtain a personal advantage;
- c) receiving any undue or disproportionate advantage due to the exercise of the position;
- d) acquiring to resell at a profit an asset or right that they know is necessary to the Company or that it intends to acquire; and
- e) participate in decision-making or issuing an opinion on matters submitted to them in relation to which they have a conflict of interest, in violation of the provisions of the Related Party Transactions Policy.

12. The Directors will be invested in their respective positions upon signature, in up to 30 (thirty) days of their election of the respective term of investiture drawn up in the Book of Minutes of the Board of Directors' Meeting, and must include a statement of non-impediment, which meets the requirements provided for in article 149, paragraph 2 of the Brazilian Corporate Law.

12.1. The investiture of the Directors will also be subject to the subscription of the documents that follow, in addition to others, without prejudice to adherence to the other internal policies of the Company: (a) Policy for Trading Securities Issued by the Company; (b) Policy for Disclosure of a Material Act or Fact; (c) Term of knowledge and adherence to the Shareholders' Agreement; (d) Term of adherence and knowledge of the Code of Ethics and Anti-Corruption and Fraud Policy; (e) Term of knowledge and adherence to the Policy for Transactions with Related Parties. Also, the investiture of Directors is subject to the communication of any existing judicial or administrative proceedings, as provided for in line "t" of item "1" of "Article C.3. Ethical duties." of the Code of Ethics.

12.2. The Directors must keep their personal data updated with the Company's Corporate Governance Management, and also provide the statements required by the current legislation and the Code of Ethics.

12.3. The Directors must, immediately after taking office, communicate to B3 S.A. - Brasil, Bolsa, Balcão ("B3") the number and characteristics of the securities issued by the Company that they may hold, directly or indirectly, including their derivatives.

13. The Directors must have full general knowledge of the Company's activities, be familiar with accounting, financial management and other areas of business administration, and have the necessary skills and experience to carry out their jobs.

14. The Directors will maintain the confidentiality on the information and decisions of the Board and other Committees that they may be a part of, and must ensure to maintain confidentiality and refrain from revealing the information, data, reports or discussions that they had access to in the exercise of their position, not using them for their own benefit or that of third parties, without prejudice to the transparency and information obligations imposed on them by the applicable legislation. The confidentiality obligation will continue even when the Directors leave office, except as otherwise provided for in the legislation. The Directors must also respect the limitations established for the use of the computer and

telematics systems, applications and information technology resources made available to them by the Company.

15. The Directors, while in office, may not be director or provide services to another company, corporate purpose of which is totally or partially similar to that of the Company, or to a company that is a competitor of the Company, provided that such companies (i) do not belong to the Neoenergia Group, (ii) are not part of the same economic group as the Company's controlling shareholder, or (iii) are not direct or indirect subsidiaries of the Company's holding. Additionally, with exception of functions and positions they may perform (i) in companies in which they act representing the interests of the Neoenergia Group, (ii) in companies in which any of the Neoenergia company Group participates, unless the Board understands that the corporate interest is at risk, and (iii) in other cases where the General Meeting, when so required by law, or the Board, in the remaining cases, exempts the Director from the obligation provided for in this clause for understanding that there is no risk to the corporate interest or the Company.

16. The independent Directors, after the end of their term of office, for whatever reason, may not act as administrators or provide services to companies that have a corporate purpose totally or partially similar to that of the Company, or which are its competitor, for 2 (two) years, except in the case of a Neoenergia group company. The Board, if deemed appropriate, may exempt the Director from this obligation or reduce the period of its duration.

17. Non-public information on the Company may only be used by the Director for private purposes, subject to the conditions that follow:

- a. If such information is not related to transactions for the acquisition or sale of securities or financial instruments to whose issuer the information refers directly or indirectly;
- b. That it does not mean to the Director a situation of advantage in regard to third parties, including suppliers and customers;
- c. Its use does not cause any damage to the Company; and
- d. The Company does not have the exclusive right to such information or a similar position.

18. The Directors may not use to their own benefit or the benefit of any of their Related Parties, a business opportunity of the Company, except if such opportunity has been previously offered to the Company and it has chosen not to use it, provided that such

decision has not been influenced by the respective directors, and that the use of the business opportunity by the Directors has been previously authorized by the Board.

18.1. For the purposes of the provisions of item 18, a business opportunity is any possibility of carrying out an investment or commercial operation that has arisen or has been discovered in connection with the exercise of the position of Director, or through the use of the Company's means and information, or circumstances where it is reasonable to assume that the offering of the opportunity by a third party was actually intended for the Company.

18.2. Likewise, the Directors must refrain from using the name of the Company or invoke their condition as a Directors of the Company to carry out operations on their own account or on behalf of their Related Parties.

18.3. For the purposes of these Regulations, "Related Party (ies)" means, with respect to any Director, any other individual or corporation (including association, joint venture, trust, investment fund, partnership, agency or organization), as the case may be, (a) who is your spouse, ascendant, descendant or relative up to third degree; (b) which is, directly or indirectly Controlled by the Directors or their Related Party; (c) in which the Directors or their Related Party, directly or indirectly have significant influence (as defined by Brazilian GAAP); or (d) of which the Directors, directly or indirectly by themselves or by their Related Party hold more than 20% (twenty percent) of the shares, quotas or securities with voting rights.

19. The Directors must communicate to the Company, through the Secretary of the Board, the stake they holds in the capital of any company that has the same, analogous, complementary or similar corporate purpose as the Company, and the positions and functions they exercises in such company; in addition to the direct or indirect performance of any type of activity complementary to that which is the object of the Company. The Directors must also inform the Company:

- a. On all positions or activities performed in other companies or entities, as well as other professional obligations. In particular, the Directors must inform the Board before accepting any position as directors or members of the management in another company or entity;
- b. About any significant change in their professional situation that affects the character or condition under which they has been appointed to the position of Director;

- c. Regarding legal, administrative or other proceedings that are brought against them and which, given their characteristics and importance, may affect the Company's reputation;
- d. In general, about any situation or fact that may be relevant to their performance as Directors of the Company.

20. In the event of a potential conflict of interest of any member of the Board of Directors, if the director who finds himself in this situation does not express his conflict of interest, any other director may do. In this case, the conflict of interest will be investigated by the Board of Directors and, if applicable, the non-voluntary manifestation of the Director will be considered a violation of the Related Party Transactions Policy.

CHAPTER IV COMPOSITION AND OPERATING STANDARDS

21. As provided for in the Bylaws, the Board will comprise a minimum of 10 (ten) and a maximum of 15 (fifteen) sitting members, who may have their relevant alternates, who will be responsible for replacing the sitting members. All members, both sitting and alternate, must be natural persons, residing in the country, or not, elected and removable at any time by the General Meeting, and with an unified term of office of 2 (two) years, reelection being permitted.

22. At least 2 (two) or 20% (twenty percent) of the members of the Board, whichever is greater, must be independent directors, under the terms of the applicable regulations.

23. At the request of the Chairman of the Board, any members of the Company's Executive Board, as well as any representative of the Company on the Boards of Directors of the Affiliates or Subsidiaries, and persons who can help improve the information provided to the Directors, may participate in the Board meetings, avoiding the participation of these people in the decision-making part of the meeting. When deemed appropriate, the Chairman of the Board may authorize the participation of these persons at a distance, as provided for in item 46 of these Regulations. The Secretary must record in the minutes of the meeting the entry and exit of the guests at each meeting.

24. The Board may, at the request of its Chairman, request the presence of the Independent Auditor or the Internal Audit at its meetings, as well as one or more members of the Compliance Unit, or any employee of the Company.

Chairman of the Board

25. The Board will have 1 (one) Chairman, who will be elected from among the Directors by simple majority at a Board meeting, as provided for in the Company's Bylaws.

25.1. The role of Chairman of the Board and Chief Executive Officer or main executive of the Company cannot be held by the same person.

26. It is incumbent upon the Chairman of the Board, without prejudice to any other powers that the Bylaws and the current legislation attribute to him/her:

- a) to convene the General Meetings, when the Board decides to hold them, as well as install and chair them;
- b) to convene, install and chair the Board's meetings, setting the agenda and directing discussions and deliberations;
- c) to comply with, and enforce these Regulations;
- d) to invite directors, collaborators, consultants, employees and others considered necessary and who can contribute to the improvement of the information provided to the Directors to attend the Board meetings;
- e) to request, directly or through the Secretary of the Board, the hiring of specialized assistance at the expense of the Company, such as legal, accounting, technical, financial, commercial or other specialists, to deal with matters relevant to the Company in general, or to the Board in particular;
- f) to guarantee that the Board ensures the effectiveness of the Company's system for monitoring and evaluating the members of the Executive Board and the Board itself. The evaluations must be annual, informing the shareholders of the results gathered;
- g) to ensure, with the support of the Secretary of the Board, that the Directors receive, in advance, within 07 working days prior to the meeting of the Board of Directors, the

documentation of the advisory committees will be available when the committee is convened, complete and timely information on the items contained in the agenda of the Board's meetings, as well as forward requests for clarification of doubts to the Chief Executive Officer;

- h) to organize, under the guidance of the Board, together with the Chief Executive Officer and the Secretary of the Board, the participation of new Directors in integration and training programs that will allow them to be in contact with the activities and obtain information about the Company's business, their Subsidiaries and Affiliates, including those provided by entities specialized in the generation and dissemination of knowledge of best practices in corporate governance and related matters;
- i) to encourage debate, ensuring the free decision-making of the Directors;
- j) to promote the work of the Committees, ensuring their effectiveness in the development of their functions and responsibilities, and that they have the necessary material and human resources;
- k) to submit to the Board the proposals that he/she considers suitable for the proper functioning of the Company, especially those corresponding to the functioning of the Board itself;
- l) to present to the other Directors any proposals for updating the Regulations and guidelines for corporate governance and sustainability;
- m) to contribute to the Company's institutional relations with the Union, States, Municipalities, regulatory bodies or agents (such as the National Electric Energy Agency - ANEEL and the Securities and Exchange Commission - CVM), and other public institutions;
- n) to ensure that the Board supervises, evaluates and guides the Company's business, the members of the Executive Board and other managers of the Company; and
- o) to receive the notifications forwarded to the Board.

27. The Chairman of the Board is responsible for granting leave of absence to the Directors.

The Secretary of the Board of Directors

28. The Secretary of the Board will be proposed by the Chairman of the Board and elected by a simple majority of the Directors. The Secretary may be a Director, or not, and his/her position will be permanent, and effective until the Board decides by a majority of its members to replace him/her with another person.

29. The Secretary's duties are:

- (i) to centralize, in general, the Company's relations with the Directors with regard to the functioning of the Board, in accordance with the instructions of its Chairman;
- (ii) to prepare and forward the call to the meetings, containing the agenda, which will be drawn up jointly with the Chairman of the Board;
- (iii) to take care of forwarding to the Directors the documents connected to the agenda of the meetings, with minimum advance of the dates of the meetings, so that everyone can learn about their contents and interact with analyses and deliberations, within the deadlines provided for in the Shareholders' Agreement and these Regulations, as applicable;
- (iv) to make the necessary administrative arrangements to hold Board meetings, including calling non-directors, where their presence is requested by the Chairman;
- (v) to collect the signatures of the Directors in the minutes of the meetings, whenever necessary, being able to make use of electronic signatures;
- (vi) to maintain virtual files with access to the Directors to all the minutes and documents that supported or resulted from the meetings;
- (vii) to carry out the bookkeeping of the Book of Minutes of the Board of Directors and the necessary public records, when applicable;
- (viii) to assist the Directors in their requests for data and information;
- (ix) to monitor pending matters, presenting them to the Chairman and taking care of their reinclusions in the agendas of the meetings;
- (x) to propose, prepare documents and support the implementation of the resulting measures aimed at improving the functioning of the Board;

- (xi) he/she may accompany the meetings of the Committees, and contribute to the writing of the meeting records and forward their recommendations;
- (xii) to monitor the drafting of documents to be sent to the Directors, covering all the topics on the agenda of the Board meetings;
- (xiii) to act as secretary to the Board meetings;
- (xiv) to write the minutes of the Board meetings, recording the essential points of the discussions and the deliberations;
- (xv) to centralize and be responsible for the flow of receipt and forwarding of communications, and for requesting information of any type a) between the shareholders and the Board; b) between the Directors and the Chairman of the Board (and vice versa); and c) between the Executive Board and the Board of Directors, acting in accordance with the instructions of the Chairman of the Board. In order to facilitate communication between the Directors and the Executive Board, the questions and requests for information by the Directors must be sent through the Secretary of the Board and/or the Corporate Governance Management;
- (xvi) to centralize the flow of receipt of requests from the Directors regarding information and documentation related to matters that should be known to the Board;
- (xvii) to ensure the proper coordination between the Board and the Committees, in particular with regard to setting the necessary information flows, and evaluating the convenience of the attendance of the Committee representatives requested by the Directors, due to the matters to be dealt with, the competencies of relevant Committee and the identity of the person whose presence has been requested;
- (xviii) to coordinate the supply, to the Executive Board of Finance and Investor Relations (in the exercise of its investor relations duties), of the information that must be made available on the Company's website in compliance with the obligations imposed by legislation and regulations in force and by the standards of the Code of Best Practices on Corporate Governance of the Brazilian Institute of Corporate Governance, where they do not conflict with the Bylaws;

- (xix) to advise the Board as to it refers to the development and updating of the Company's Governance and Sustainability System, in compliance with the provisions of the Bylaws;
- (xx) to ensure the formal and material legality of the actions of management collegiate bodies, taking into account, among others, the provisions issued by the regulatory bodies and, in this case, their recommendations, the law and the Governance and Sustainability System of the Company; and
- (xxi) to become aware of the investigation of complaints received against the members of the Board of Directors, according to the duties defined in the Company's Code of Ethics and in the Compliance Unit's Regulation.

29.1. For the exercise of his functions, the Secretary may rely, whenever necessary, on the support of the Company's Corporate Governance Secretariat, which will centralize and be responsible for the necessary bureaucratic and procedural functions – i.e. coordination of signatures, certification of signatures in documents, where necessary, calling of non-Directors to the Board meetings, drawing up of the minutes of the Board meeting in the Company's books, among other matters that the Secretary deems pertinent. Additionally, the Secretary may, when and if necessary, rely on the support of the Company's Legal Department in the development of his/her functions.

29.2. The compensation of the Secretary of the Board who is not a Director, member of the corporate bodies or an employee of the Company will be approved by the Board, by the majority of its members.

Installation, Vacancy, Leave and Replacement

30. In order to be validly installed, the Board meetings must have as minimum quorum on first call the majority of its sitting members, and any number on second call.

30.1. In the event of absences or occasional impediments of any of the sitting members, they will be replaced by their respective alternates, elected at the General Meeting, if any. The Directors must inform in advance the Secretary and the Chairman of the Board of their absence, in order to allow time for their alternates to be called. There will be no substitution in the case of absences or occasional impediments of any of the other sitting members for whom there is no indication of an alternate member.

30.2. The sitting member who occasionally has not participated in the meeting should be informed of the deliberations that have taken place.

31. The Chairman of the Board will be replaced in his absences or impediments by his elected alternate. However, the Board will be chaired by a Director elected among the remaining members, by a simple majority of the other Directors.

32. The vacancy of a Director's position will occur by resignation, dismissal, disability, loss of term of office, proven impediment, death, or as a result of other circumstances provided for by Law or the applicable regulation. In these cases, the alternate Director may replace the sitting Director until the election of his/her substitute, or his/her substitute may be appointed by the Directors until the first subsequent General Meeting, which will be held in accordance with the provisions of the Shareholders' Agreement filed at the Company's headquarters. In both cases, the substitute will only occupy the position for the remainder of the term of the person replaced.

33. In the event of request for resignation, the aforementioned request must be delivered by letter or communication by electronic means addressed to the Chairman of the Board, and the respective Director must sign the resignation term to be drawn up in the Book of Minutes of Board Meetings.

CHAPTER V COMPETENCES OF THE BOARD OF DIRECTORS

34. The attributions of the Board, in addition to those provided for in the Brazilian Corporate Law and in the current regulation, are provided for in Article 18 of the Company's Bylaws.

35. The Board is also competent:

- i. In compliance with the provisions of the Company's Shareholders' Agreement, to define the members to be appointed by the Company to the Board of Directors of its Subsidiaries and Affiliates, as well as resolve on their dismissal (which, subsequently shall be the subject of resolution by the bodies of the respective Subsidiaries or Affiliates, as the case may be);

- ii. Elect the person responsible for the Internal Audit and the members of the Compliance Unit, subject to the prior analysis and opinion of the Remuneration and Sucession Committee, the Audit Committee and the Sustainability Committee, in accordance with the provisions of their respective internal regulations and other rules of the Governance and Sustainability System.

36. The Board should: (i) set forth the CEO's short and long-term performance goals; (ii) establish or delegate to the Chief Executive Officer the definition of financial and non-financial performance goals for the other Directors, at the beginning of each fiscal year; (iii) carry out, annually, the formal assessment of the Company's Chief Executive Officer; and (iv) perform annually, or delegate to the Chief Executive Officer, the formal assessment of the other Executive Directors of the Company, which refers to both agreed goals and other subjective assessment elements.

37. The Board must ensure that the Company has a succession plan for the Chief Executive Officer and the main managers.

CHAPTER VI BOARD OF DIRECTORS' MEETINGS

Ordinary and Extraordinary Meetings

38. The Board will meet, ordinarily, 8 (eight) times a year and, extraordinarily, whenever called by the Chairman or, in his/her absence, by the Director elected to act as chairman of the Board in his/her replacement, under the terms of item 30 of these Regulations, or, still, by 1/3 (one third) of the Directors, in joint application.

39. The dates and agendas of ordinary meetings will follow the annual corporate calendar, which will be defined by the Chairman of the Board, with the support of the Secretary of the Board, after hearing the Executive Board.

40. The Council will approve the proposed annual calendar of regular meetings and the dates of the General Meetings. The proposal will be presented by the Secretary of the Board of Directors until the last meeting of each fiscal year.

41. Exceptionally, the Chief Executive Officer may request the convening of extraordinary meetings of the Board, stating his reasons, by a request sent to the Secretary of the Board, who will submit the request to the Chairman of the Board and, subsequently, inform his decision to the Chief Executive Officer.

Convening a meeting

42. The Board meetings will be called by any electronic means that allows the confirmation of said call - in particular through the Board's website, as a fundamental tool for the effective exercise of the Board's functions - sent to each Director by the Secretary of the Board, at least 7 (seven) business days in advance of the meeting, indicating the matters to be dealt with and the supporting documents that may be necessary for the deliberation matters. The presence of all Directors will allow Board meetings to be held regardless of call. Alternatively, the call and information may be sent to the e-mail address provided by the Director to the Company upon acceptance of his position. The Director must notify the Company of any changes to his/her e-mail. The Company will make available to the Directors technological and artificial intelligence tools that can contribute to the best exercise of their functions.

43. Between the date of the call and the date of the meeting, the Secretary of the Board may send to the Directors any updates that may be necessary of the support material for the resolution matters that have been sent to the Directors at the time of the call.

44. As a matter of urgency, the meetings may be convened by the Chairman of the Board without the need for compliance with the provision of item 41 above, provided that all Directors are unequivocally called.

Meeting Location

45. Without prejudice to the provisions of these Regulations regarding the holding of meetings remotely, the Board meetings will preferably be held in person, at the Company's headquarters, and may also be held in other locations.

Multiconference Systems - Meetings with the Use of Technology

46. At the discretion of the Chairman of the Board, meetings will be allowed by means of multiconference systems or any other means that allow for the recognition and identification of participants at a distance, for the permanent communication between participants regardless of their location, and the voicing of their opinion and casting of their vote, 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 confidentiality and the protection of the corporate interest in preserving the access to the information that is transmitted and generated during the meeting, the deliberations that take place during the meeting, as well as the decisions and commitments that are made, and the Directors must observe the security and privacy protocols established by the Company. Participants, wherever they may be, will be considered as participants in the same and only meeting. The meeting will be considered held at the registered office.

Vote in Writing

47. Exceptionally, it will be allowed to hold meetings in which the deliberations take place through a vote in writing by the Directors. In this case, the Directors must forward their votes, in writing, by electronic mail (e-mail) or through the Director's website, to the Chairman of the Board, with a copy to the Secretary of the Board. These votes will be filed at the Company's headquarters and will be valid for all legal purposes.

Representation by another Director

48. Extraordinarily, the Director may be represented by one of his peers upon presentation and delivery to the Chairman of the Board, with a copy to the Secretary of the Board to be filed at the Company's headquarters, of the respective power-of-attorney or voting guidance instrument, containing specific powers for representation at the meeting in question.

49. The specific power-of-attorney, as well as possible voting instructions, when drawn up in the form of a private instrument, do not require certified signatures.

Meeting Agenda

50. The Directors or the Chief Executive Officer, when they wish to include matters on the agenda of the meetings, should submit such request to the Secretary of the Board, who will submit the proposal to the Chairman of the Board, and inform his decision to the Directors and/or the Chief Executive Officer, as applicable.

51. Provided that they are submitted to the approval of the majority of the members of the Board, any items may be removed from the agenda of the meetings if they are not considered urgent, and those that are justified as urgent may be included.

52. Before the meeting is convened and the agenda is sent to the Directors, the Secretary of the Board shall forward the proposal for the meeting's agenda for approval of the Chairman sufficiently far in advance. The agenda of the meeting will be divided between the matters of deliberation and information.

53. After approval of the agenda by the Chairman of the Board, the Secretary of the Board will arrange for the meeting to be convened in accordance with the provisions of these Regulations and the Bylaws.

54. Requests, for the inclusion of extraordinary matters on the agenda after approval by the Chairman of the Board, by the Directors or the Chief Executive Officer must be made through the Secretary of the Board of Directors, who will submit the proposal to the Chairman of the Board and subsequently inform his/her decision to the Directors and the Chief Executive Officer, as the case may be.

Resolutions and Drawing up of the Minutes

55. The Board's resolutions will be taken by the simple majority of votes of the Board members, in compliance with the provisions of the Shareholders' Agreement and the Company's Bylaws, and drawn up in internal or public minutes, including those carried out by conference call or videoconference.

56. The minutes will be clearly written by the Secretary of the Board and will record all decisions made, any manifestations of conflicts of interest and subsequent abstentions from votes, responsibilities and deadlines, and must be approved by the Directors present.

57. The minutes of the meeting must be made available to the Directors by the Secretary of the Board, within 5 (five) days after the meeting, by e-mail or through the Director's website. From this date, the members of the Board will have a period of up to 2 (two) consecutive days to make comments on their contributions, and failure to make comments in this period shall be understood as agreement with the proposed text.

58. Minutes may be prepared in the form of a summary, whenever necessary, in compliance with the terms of article 30, item V, of CVM Instruction 480/2009, containing exclusively the resolutions intended to take effect before third parties.

- 59.** In the event that it is necessary to disclose the minutes drawn up in the summarized form before the Securities and Exchange Commission - CVM, the Secretary of the Board will be responsible for approving the final wording of said minutes, in order to timely comply with the regulatory requirement.
- 60.** The minutes of Board meetings that contain deliberations intended to have effects with third parties must be filed with the Board of Trade, as well as published and disclosed in accordance with the applicable legislation and regulations.
- 61.** After the conclusion of the signatures, the minutes of the meeting will be made available on the Director's website.
- 62.** The adoption of a system of electronic signatures validly recognized by the competent Brazilian bodies will be allowed.
- 63.** The other minutes and specific items of a certain meeting of the Board that contain strategic deliberations or that may put the Company's legitimate interests at risk will be filed at its headquarters as classified internal Board documents.

CHAPTER VII BOARD OF DIRECTORS' ADVISORY BODIES

- 64.** The Board, for its advice and better performance of its functions, may create auxiliary advisory committees ("Committees"), permanent or temporary, subject to the provisions of the Company's Bylaws, with any designation, and whose objectives, powers and composition must be defined. The Committees may adopt their own regulations approved by the Board of Directors.
- 65.** The composition, the standards of operation, the competence of the Committees and, when applicable, the compensation of the members of the Committees, will be defined by the Board in accordance with the provisions of the Bylaws and the Shareholders' Agreement, and reflected in their own regulations.
- 66.** The Board, for its advice, will have at least, the permanent Committees that follow, pursuant to the Company's Bylaws, whose guidelines and suggestions do not bind the votes of the Directors:
- (i) Compensation and Succession Committee;

- (ii) Audit Committee;
- (iii) Financial Committee;
- (iv) Related Parties Committee; and
- (v) Sustainability Committee

67. The duties of the Committees will be those established in their own regulations, in addition to those that the Board may define.

68. The Committees, permanent or temporary, will not replace the other Management bodies. Regardless of the technical scope of their activities, it will not be up to the Committees to make decisions, but rather to raise and provide elements and recommendations for the deliberations to be taken by the Board.

69. The Committees should study the matters within their competence and prepare the proposals and recommendations to the Board. The material required for examination by the Board shall be made available together with the voting recommendation, and the Director may request additional information, if deemed necessary. Only the Board will be able to make decisions on matters within its competence or that will be brought to resolution.

70. The Committees may propose to the Board the hiring of external consulting services for greater effectiveness of their technical functions.

71. The members of the Committees are subject to the same duties as the Director, under the terms defined by Law, the applicable regulations, the Bylaws and in these Regulations.

72. The Committees will prepare minutes of their meetings, submitting them to the Board.

73. The Board may establish “Commissions and/or Working Groups” with the purpose of advising it on specific topics that are not the responsibility of the Committees.

CHAPTER VIII COMPENSATION OF DIRECTORS

74. The global compensation of the Board will be approved by the General Meeting, being paid monthly in a fixed amount to each Director, with no additional remuneration foreseen when holding/participating in more than one meeting per month. Upon information by means of a specific waiver term, the Directors may waive their compensation.

73.1. As provided in this item 73, the Board's compensation will be paid monthly in a fixed amount to each Director, including in the months when no Board meetings are held.

75. The expenses necessary for the performance of the Board's activities are provided for in the budget designated by the Company for the area of Corporate Governance and Sustainability and must be sufficient for its proper functioning.

76. The call and the presence of the alternate Director at the Board meeting due to the absence of the sitting member, will imply that the alternate Director is entitled to 50% (fifty percent) of the monthly remuneration of the sitting Director. The remaining 50% (fifty percent) will be attributed to the sitting Director, except in case of waiver of said compensation, under the terms of item 73 above.

77. The Directors who participate in Committees and/or other advisory bodies will be entitled to the corresponding compensation, as established by the Board.

CHAPTER IX GENERAL PROVISIONS

78. The Directors, the Executive Directors, the Secretary of the Board and the Corporate Governance Management have the obligation to, as appropriate, know and comply with these Regulations.

79. Any doubts, omissions or discrepancies in the interpretation of these Regulations will be resolved at a Board meeting by a majority of its members, in compliance with the guidelines and principles contained in the Company's Bylaws and the Shareholders' Agreement.

CHAPTER X DISCLOSURE

80. It will be the responsibility of the Secretary of the Board to distribute to all members of the Board of Directors and the Executive Board of the Company a copy of these Regulations, including when amendments are made.

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