



INTERNAL REGULATIONS OF NEOENERGIA COMPENSATION AND SUCCESSION COMMITTEE

2023



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INTERNAL REGULATIONS OF THE NEOENERGIA S.A. COMPENSATION AND SUCCESSION COMMITTEE

CHAPTER I NATURE, PURPOSE AND APPROVAL OF THE REGULATIONS

Article 1 - These Regulations were approved by the Company's Board of Directors on February 9, 2021, coming into force on the same date, and will be published on the Company's website. The Compensation and Succession Committee ("Committee") of Neoenergia S.A. ("Company") is a statutory permanent and internal advisory body connected to the Board of Directors, with powers to inform, analyze and present proposals to the Board of Directors within the scope of its functions as provided for in this document. The Regulations of the Compensation and Succession Committee ("Regulations"), which aim to establish the way of functioning, the purposes and the principles of operation of the Committee, in compliance with the provisions of the Bylaws, the legislation in force, in particular the Law 6,404, of December 15, 1976 ("Corporate Law"), the shareholders' agreement filed at the Company's headquarters ("Shareholders' Agreement") and the Company's Corporate Governance System.

Article 2 - The purpose of the Committee is to assist the Board of Directors in supervising the activities and decisions on compensation and succession of the directors and other administrators of the Neoenergia group, and its duties will be those established in these Regulations.

Article 3 - These Regulations, as amended, must be proposed by the Chairman of the Committee or by the majority of its members, and approved by the Board of Directors of the Company, and the intended amendment must be accompanied by justification about the causes and scope of the proposed amendment.

CHAPTER II COMPOSITION AND DUTIES OF THE COMMITTEE

Article 4 - The Compensation and Succession Committee will comprise at least 3 (three) and up to 5 (five) sitting members, whether they may be members of the Board of Directors or not, appointed by the Board of Directors, and who may have alternates.

Paragraph One - The Committee will have a Chairman who will be elected from among its members by the Board of Directors, and who will carry out the duties set forth in these Regulations and other set forth by the Committee.



Paragraph Two - The Committee shall elect a member from among its members or not, to be the Secretary of the Committee, who may or may not be a member of the Committee, and who will perform his/her duties in accordance with these Regulations and other guidelines set forth by the Committee or the Board of Directors.

Article 5 - The Committee's duties shall be as follows:

- a) to propose levels of compensation for the main executives (Statutory Officers), including the variable remuneration depending on the results obtained;
- b) to propose the drafting and evaluation of the concepts of performance classification of the results of the Neoenergia group's executive boards, including their CEOs;
- c) to support the Board of Directors in drawing up the Compensation Policy for the Group's employees, including for profit sharing;
- d) to carry out studies, analyzes and proposals required by the Board of Directors within the scope of its activities;
- e) to propose general human resources policies and strategies for the Neoenergia group;
- f) to plan and recommend strategic actions for the succession of the members of the Executive Board of the companies of the Neoenergia group;
- g) to propose policies for the selection, evaluation, development and compensation of the members of the Executive Board of companies of the Neoenergia group;
- h) to evaluate Succession Plans (Promotions and Substitutions) of the companies of the Neoenergia group;
- i) to request the elaboration of opinions by any specialized consultant or consulting company, when dealing with a subject whose content is complex or controversial; and
- j) to evaluate the suitability, competence and unrestricted conduct requirements of the candidates for the boards of the Group companies, and of the members of the committees and the executive boards of the Neoenergia group.



Article 6 - The Chairman of the Committee will have the responsibilities that follow:

- I. convene and preside over the meetings of the Committee
- II. comply with and enforce these Regulations;
- III. approve the matters to be discussed and agendas of the meetings;
- IV. invite, on behalf of the Committee, non-members to participate in the meetings of the Committee, pursuant to these Regulations;
- V. propose supplementary standards necessary to the activities of the Committee; and
- VI. perform other technical or administrative acts necessary for carrying out its duties.

Sole Paragraph - The Chairman of the Committee shall inform the Chairman of the Board of Directors, whenever requested, of the Committee's activities and any action taken or recommendation made during its meetings, prior to the first meeting of the Board of Directors following the meetings of the Committee.

Article 7 - The Committee will make available on the Board of Directors' website an Annual Report of its activities for the previous year, until the disclosure of the annual results of the companies of the Neoenergia Group. The referred to Report should include the meetings held by the Committee and the main matters discussed, highlighting the recommendations made by the Committee to the Board of Directors.

Article 8 - The Committee may access information, documents, accounting and non-accounting records, contracts, among other information and documents necessary to carry out its activities.

Sole Paragraph - The Committee may propose to the Board of Directors for its deliberation the hiring of consulting services from external professionals for the best performance of its functions. These professionals must submit reports of their activities directly to the Chairman of the Committee. The hiring of these professionals must be done in accordance with the provisions of the Company's Bylaws, as well as the Company's internal procedures, policies and/or instructions.

CHAPTER III APPOINTMENT AND DISMISSAL OF MEMBERS

Article 9 - The members appointed to the Committee will carry out their duties in the Committee (i) for the same term of office as they have as members of the Board of Directors, when applicable; or (i) for the term of office defined by the Board of Directors at the time of their appointment as members of the Committee.



Sole Paragraph - The members of the Committee will be considered invested in their positions on the respective dates of their appointments by the Board of Directors. The members of the Committee who are reelected as Directors of the Company will remain in their positions on the Committee, without the need for a new election.

Article 10 - Committee members will be immediately removed from their positions:

- a) when for any reason, including resignation or dismissal, they cease to exercise the function of Board Member of the Company; or
- b) by decision of the Board of Directors.

CHAPTER IV MEETINGS OF THE COMMITTEE

Article 11 - The Committee will meet as many times as necessary, at the discretion of the Chairman of the Committee, to fulfill its commitments, but at least four (4) times a year and when requested by at least half of its members.

Paragraph One - The Chairman of the Board of Directors or the Chief Executive Officer of the Company may request information-related meetings 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 calendar of ordinary meetings of the respective year.

Article 12 - The Chairman of the Committee, or the Secretary of the Committee, at the request of the Chairman, shall call the meeting by any electronic means that allows proof of said call - in particular through the Board's website, as a fundamental tool for the effective exercise of the functions of the Board and its advisory committees. Alternatively, the call and information may be sent to the e-mail address provided by the Committee member upon acceptance of his position as a member of the Committee or Board of Directors, as the case may be. The call will contain the agenda to be discussed and will be accompanied by the documents necessary to the assessment of the scheduled items.

Sole Paragraph - The call must be made at least 4 (four) business days in advance, except if an urgent meeting is required. Prior notice will be waived if all its members or their alternates are



present or represented, and unanimously accept the holding of the meeting and the discussions of matters on the agenda.

Article 13 - At least 2 (two) members of the Committee or their respective representatives will be required and will form the quorum for the installation of a Committee meeting on first call, when the Committee has 3 (three) elected members. In the event that the Committee has 4 (four) or 5 (five) elected members, at least 3 (three) members will form the quorum for installation of the meeting. On second call, in any event, at least 2 (two) members will form the quorum for installation, and must be called, up to one further business day from the previous non-installed meeting.

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

Paragraph Two - The Compensation and Succession Committee, at the discretion of its Chairman, may hold meetings through multi-conference systems or any other means that allow the recognition and identification of participants from a distance, the permanent communication between participants, regardless of the place where they may be, as well as the voicing of their opinion, in any case in real time, adopting the procedures that ensure that connections are made with full guarantee of the participants' identity, the duty of confidentiality and the protection of the corporate interest in maintaining access to the information that is transmitted and generated during the meeting, and to the commitments and the decisions that are made therein, the members of the Committee having to comply with the security and privacy protocols set forth by the Company. The attending members will be considered as participants in the same and only meeting, which will be considered held at the registered office.

Paragraph Three - All actions taken by the Committee must be adhered to by majority vote of the members present or represented at the meeting. In the event of a tie, the Chairman of the Committee will 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, which will not be bound by the Board of Directors' resolution.

Paragraph Five - The Secretary of the Committee will summarize in the committee's minutes the results of each meeting concluded, which after being reviewed and signed by its members must be made available on the Board's website at least 01 (one) day prior to the Board meeting. The minutes may be signed by means of 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 Committee members give their consent in writing, by letter, e-mail or any other appropriate electronic means. Written consents will 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 respect to a specific matter to be considered by the Committee, must inform the Chairman of the Committee about this situation and will not participate in the part of the meeting in which the matter is being considered, but may be invited to provide information. The Committee member who has been justifiably considered to have a conflict of interest may object to the Chairman of the Board of Directors, who must resolve the matter.

Article 14 - The member of the Committee who is unable to attend a given meeting of the Committee must inform the Chairman prior to the meeting, through the Secretary of the Committee, the name of his/her substitute, who may represent him/her exclusively at that meeting.

Paragraph One – At the request of the Chairman of the Committee, the other Directors may be asked to participate in the Committee's meetings, without the right to vote.

Paragraph Two – The Chairman of the Committee, at his/her discretion, may also request, through the Secretary of the Committee, with a copy to the Chairman of the Board and the Chief Executive Officer of the Company, the attendance of any officer, manager or employee of the Company, as well as any member of the boards of directors of companies in which the Company has an interest, and whose appointment has been proposed by the Company, provided that there are no legal impediments to that effect.

CHAPTER V COMPLIANCE, INTERPRETATION AND INTEGRATION OF THE REGULATIONS

Article 15 - The members of the Committee must know and comply with these Regulations, making all the necessary arrangements for that purpose, and the Secretary of the Committee must provide them with a copy of this instrument, which will also be available on the website of the Board and on the Neoenergia page.

Article 16 - Doubts or divergences in the interpretation of these Regulations will be resolved by majority of votes of the members of the Committee or, in the event of a tie, by the Company's



Board of Directors. The interpretation and resolution of any doubts and disagreements by the Committee must be reported to the Board of Directors.

Article 17 - 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 will apply to the Committee provided that they are not incompatible with its nature and function. The members of the Committee are fully bound by the provisions contained in Corporate Law, especially those that refer to the responsibilities, duties, obligations, limits, impediments and prohibitions against the Company's managers.

Article 18 - These Regulations were approved by the Company's Board of Directors on July 17, 2024, coming into force on the same date, and will be published on the Company's website.