



NEOENERGIA

**INTERNAL REGULATIONS OF
NEOENERGIA RELATED PARTIES'
COMMITTEE**

2022



INTERNAL REGULATIONS OF THE NEOENERGIA S.A. RELATED PARTIES' COMMITTEE

CHAPTER I

NATURE, PURPOSE AND APPROVAL OF THE REGULATIONS

Article 1 - The Related Parties' 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 provided for in this document. The Regulations of the Related Parties' Committee ("Regulations"), aims 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 in the Company's Corporate Governance and Sustainability System.

Article 2 - The purpose of the Committee is to assist the Board of Directors in matters associated with related parties and its roles will be set forth in the 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 proposal of the amendment must be accompanied by justification on the causes and the scope of the intended amendment.

CHAPTER II

COMPOSITION AND DUTIES OF THE COMMITTEE

Article 4 - The Related Parties' Committee will comprise 3 (three) sitting members, whether they may be members of the Board of Directors or not, appointed by the Board of Directors, pursuant to the provisions of the Company's Shareholders' Agreement, 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 others that may be set forth by the Committee.

Paragraph Two - The Committee shall elect a member from among its members or a non-member, a person 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:

- i) To recommend the approval, or not, of the Board of Directors, prior to entering into agreements, as well as other instruments, purpose of which is Transactions with Related Parties, according to the definition below, and which have as signatory parties the Company and/or its direct or indirect subsidiaries on one side, and one or more Related Parties on the other, ensuring equality and transparency, so as to guarantee shareholders, investors and other interested parties that the Company is in compliance with the best Corporate Governance practices;
- ii) To approve the revisions and terminations of the agreements and instruments mentioned in item "i" above;
- iii) To establish, as regards Transactions with Related Parties considered relevant, prove that they were and remain entered into according to market conditions, based on the description of the price setting policy adopted, and the inclusion of an opinion issued by an independent audit firm confirming that the price was formed in compliance with the relevant price setting policy;
- iv) To verify and indicate in the respective analysis the advantages of the transaction for the Company, in addition to whether it benefits one of the parties unduly.

Paragraph One – For the purposes of these Regulations and as defined in the Company's Shareholders' Agreement, the partners, quotaholders or shareholders (in any case, direct or indirect) of the intervening shareholders in the Shareholders' Agreement and their affiliated companies shall be considered as "Related Parties".

Paragraph Two – Agreements entered into prior to the Company's Shareholders Agreement signed on 06.07.2017 and effective as of 08.24.2017 will be exempted from approval by the Related Parties' Committee. In case of amendments or renewal of agreements with Related Parties, the approval by the Committee shall be waived whenever the renewal is preceded by receipt by the Committee of an opinion issued by an audit firm or a first-line specialized company chosen by the Committee, confirming that the changes reflect market conditions or aim at maintaining the economic balance of the agreement in question and, in this case, it is up to the Committee to assess only whether price or remuneration set in the referred to agreement is compatible with the market reality.



Article 6 - The Chairman of the Committee shall have the duties 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 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.

Article 9 - The Company must provide all the necessary resources for the Committee to function, including the availability of internal personnel to assist in conducting of the work and the hiring of external consultants to support it in the fulfillment of its duties, when necessary. The Committee will have the material and administrative support that may be necessary to carry out its duties, using the Company's administrative structure.

CHAPTER III APPOINTMENT AND DISMISSAL OF MEMBERS



Article 10 - 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 11 - 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 12 - The Committee will meet as many times as necessary to fulfill its commitments, at the discretion of the Chairman of the Committee, but at least once a year and also when requested by at least half of its members.

Sole Paragraph - The Chairman of the Board of Directors or the Chief Executive Officer of the Company may request information-related meetings with the Committee.

Article 13 - 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 14 - At least 2 (two) members of the Committee or their respective alternates will be required and will form the quorum for the installation of a Committee meeting on first call, and any number of members on second call, which shall be convened up to one more working day after the previous meeting not held.

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 Related Parties' 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, 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 the connections are made through 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, 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 each meeting in the committee's own minutes, which, after the meeting, must be reviewed and signed by its members and 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 can 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 15 - The member of the Committee who is unable to attend a given meeting of the Committee must inform the Chairman, prior to the meeting, and 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, and to meet the demand by the Chairman of the Board of Directors, 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 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 16 - 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 17 - 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 18 - 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 19 - These Regulations were approved by the Company's Board of Directors on July 19, 2022, coming into force on the same date, and will be disclosed on the Company's website.