



# **INTERNAL RULES OF PROCEDURE FOR THE AUDIT COMMITTEE OF NEOENERGIA**

2024

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## INTERNAL RULES OF PROCEDURE FOR THE AUDIT COMMITTEE OF NEOENERGIA S.A.

### CHAPTER I NATURE, OBJECTIVE AND APPROVAL OF THE RULES OF PROCEDURE

Article 1 - The Audit Committee ("Committee") of Neoenergia S.A. ("Society") 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 rule of procedure. The Internal Rules of the Audit Committee ("Regiment") Aims to establish the principles and forms of action and functioning of the Committee, observing the provisions of the Bylaws of the Society, in the shareholders' agreement filed at the Company's headquarters ("Shareholders agreement"), in the legislation in force, in particular Law No. 6.404, of December 15, 1976 ("Corporate Law"), the Company's Governance and Sustainability System and applicable regulations, in particular the Regulation B3 SA Novo Mercado - Brasil, Bolsa e Balcão ("Novo Mercado Regulation" and "B3").

Article 2 - This Regulation is based on the Committee's independence and aims to develop its functions, determining its principles of action and establishing its internal operating regime. In turn, the objective of this Regulation is also to establish the structure for the relationship and exchange of information between the Committee and the corresponding committees, if any, of the group of societies whose dominant entity, in the sense established by law, is the Society (the "**Group**"), so that, without prejudice to their independence, they can perform adequately their respective functions in accordance with the law and the respective corporate governance rules, ensuring in all cases compliance with the regulations applicable to each company.

Article 3 - This Regiment and its changes must be proposed by the Chairman of the Committee or the majority of its members of the Committee and approved by the Board of Directors of the Company, and the proposed amendment must be accompanied by justification about the causes and scope of the intended change.

### CHAPTER II COMMITTEE FUNCTIONS

Article 4 - The Committee, as well as the Internal Audit Superintendence, will perform its functions with total autonomy.

Article 5 - The Committee will have the following functions:



- a) Regarding the Internal Audit and Risks Area:
  - i. Ensure the independence and efficiency of the Internal Audit and Risks Area so that it has sufficient resources and its members to the necessary professional qualification to perform its functions in an optimized way.
  - ii. Analyze and forward for approval to the Company's Board of Directors the proposal for the annual activity plan and budget of the Internal Audit and Risks Area.
  - iii. Propose to the Board of Directors the appointment, re-election and dismissal of the person responsible for Internal Audit and Risks Area, as well as the assessment of the achievement of its objectives and annual performance.
  - iv. Inspect the Internal Audit and Risks Area, which will depend operationally on the Committee and hierarchically on the Board of Directors, and who will prepare the necessary information for the meetings in which the members of the Committee will participate. The person responsible for the Internal Audit and Risks Area must inform the Committee of any incident, irregularity or illegal act that may occur in the development of the annual activity plan, presenting it at the end of each year together with an activity report.
  - v. Guide the activities of the Internal Audit and Risks Area, ensure that it exercises its powers proactively and that its activity is focused mainly on the relevant risks of the Company and its Group (including reputational risks), and receive regular information on the activities carried out by the Internal Audit and Risks Area.
  - vi. Monitor the annual activity plan to verify at least the following:
    - a) That significant incidents and changes that occur within the scope of its development are reported.
    - b) With regard to Internal Audit functions:
      - That the conclusions reached by the Internal Audit and Risks Area in its reports are adequate, that the recommendations are implemented in accordance with the commitments and within



the calendar and that the Committee is promptly informed of the evolution verified by the Internal Audit and Risks Area.

- That the Company's managers comply with the conclusions and recommendations of the Internal Audit and Risks Area's reports.
- That any differences that may have arisen with the Society's management be resolved or, failing that, be submitted for consideration by the Committee.
- That the conclusions of its reports, prepared in accordance with the annual activity plan or other specific requests, which may have been carried out or approved by the Committee, are presented in a timely manner. These conclusions must include the deficiencies, irregularities identified, as well as recommendations for their resolution.
- That an annual activity report be presented to the Committee containing, at least, a summary of the activities and reports on Internal Audit functions carried out during the year, explaining the work foreseen in the annual plan that was not carried out, and including an inventory of - deficiencies, recommendations and established action plans.

b) In relation to internal control and risk management systems:

- i. Follow the activities of the Society's internal controls area, as well as learn and analyze the financial information process and the internal control systems linked to the Company's risks, and ensure that the main risks and risk exposures of the Company are evaluated, monitored, identified, managed and duly reported, thus identifying: (i) different types of risks that the Company may face, including financial or economic risks, contingent liabilities and other risks not arising from balance sheets, non-financial ones (including operational risks, legal, technological, social, environmental, political, reputational or related to corruption); (ii) the necessary measures to mitigate the impact of any risk, if any of them materialize; and (iii) the information and internal monitoring systems that will be used to monitor and manage such risks, including contingent liabilities or risks not arising from balance sheets.
- ii. Analyze internal control systems, together with the Independent Auditor and Risks Area and the Internal Audit, verifying: (a) its adequacy and efficiency (including any deficiency or significant change in the internal controls reported to the Committee by the Independent Auditors), accounting practices, information controls and procedures (and their corresponding management reports) of the Company; and (b) current trends and accounting updates, and take the necessary measures in this regard.

c) Regarding the Independent Audit:



- i. Regarding the Company's Independent Auditor, (a) propose to the Board of Directors the conditions for hiring the Independent Auditor; and (b) opine on the hiring and dismissal of the Independent Auditor.
  - ii. Ensure the independence of the Independent Auditor, receiving from them periodic information on any activity that may put such independence at risk.
  - iii. Receive regular reports from the Independent Auditor on matters and updates in accounting and auditing legislation and auditing practices in effect from time to time.
  - iv. Receive written confirmation of independence from the Independent Auditor regarding the Company, as well as information about additional services of any class provided by the Independent Auditor or by the persons or entities linked to it, in accordance with applicable regulations.
  - v. Issue annually, before the issuance of the Audit Reports, a report on the independence of the Independent Auditor. This report should address, in all cases, the provision of additional services mentioned in the previous item.
  - vi. Analyze, together with the Independent Auditor, the significant deficiencies in the internal control system that can be detected and review the content of the Audit Reports before they are issued, avoiding reservations after they are ready, and evaluate the results of each audit, verifying the response of the Society's Executive Board to its recommendations.
  - vii. To serve as a communication channel between the Board of Directors and the Independent Auditor, from whom the Committee will receive regular information about the audit plan and the results of its execution.
- d) Regarding the process for preparing the Society's financial information:
- i. Supervise the process for the preparation, transparency and integrity of the Company's economic and financial information. In this regard, the Committee should ensure that the interim financial statements are prepared in accordance with the same accounting standards as the annual financial statements, proposing changes in accounting policies and practices in accordance with the Society's general accounting policies and practices.
  - ii. Obtain and analyze the approvals of the management of the Company's periodic financial reports with respect to the laws, regulations and other applicable rules regarding the



content and preparation of such financial reports. In this context, the Committee should evaluate the Company's quarterly information, interim statements and financial statements.

- iii. Verify compliance with legal requirements and the correct application of the principles and practices of accounting and financial information that may be applicable in relation to the Society's annual accounting.
- iv. To have direct access, in compliance, to the complaints or information made through the internal channels of information enabled by the Company, which may have an impact on financial information or internal control, and when deemed necessary, propose appropriate actions to reduce the risk of their occurrence in the future. For these purposes, the Compliance Unit will report to the Committee on the existence of said complaint information and provide all documentation related to the processing of the investigation that may be requested.
- e) In relation to the Society's non-financial information:
  - i. On the basis of the available sources of internal information (with reports from the Internal Audit superintendence, from other areas or the analysis and opinion of the Company's management supervising the process of preparation and presentation, clarity and completeness of the Company's non-financial information and subsidiaries.
  - ii. Inform the Sustainability Committee about the process of preparing and presenting non-financial information, as well as about the clarity and integrity of its content. This report will be issued before the report that will be issued by the Sustainability Committee on said non-financial information for approval by the Board of Directors.
- f) In relation to the compliance with the Corporate Tax Policy:
  - i. Issue an annual report to the Board of Directors on the degree of compliance with the Corporate Tax Policy and on the applied tax criteria.
  - ii. Evaluate, monitor and review the Company's internal policies and procedures, to check their effectiveness in preventing inappropriate conduct, and recommend the correction or improvement of the Company's internal policies so that they are more effective in promoting the highest ethical standards, for the appreciation of the Administrative Council. In particular, inform the Board of Directors of the proposals for approval and modification of the Internal Regulations of the Neoenergia Compliance Unit..



Single paragraph - The Committee may assume other functions that, when applicable, are attributed to it by the Board of Directors.

Article 6 - The Committee will make available on the web page the Company's Annual Report of its activities, in relation to the previous year, until the disclosure of the annual results of the companies of the Neoenergia Group. The aforementioned report should include the meetings held by the Audit Committee and the main matters discussed, highlighting the recommendations made by the Audit Committee to the Board of Directors.

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

Article 7 - The Committee will consist of at least 3 (three) and up to 5 (five) members of the Board of Directors, designated by the Board of Directors, who may have their alternates. Each member of the Committee must have sufficient financial experience, especially in the areas of accounting, auditing or risk management, to exercise their functions as members of the Committee and each member must know how to interpret the Company's basic financial statements. At least 1 (one) member of the Audit Committee must be an independent director of the Company, and at least 1 (one) member must have recognized experience in corporate accounting matters, and the same member of the Audit Committee can accumulate both characteristics.

Second Paragraph - The Committee will have a chairman who will be elected from among its members by the Board of Directors and will exercise the duties of coordinator of the Audit Committee, in addition to the duties established in these Regulations and others that may be determined by the Committee.

Third Paragraph - The Committee shall elect, from among its members or a non-member, a person to act as Secretary of the Committee, who will exercise their duties in accordance with this Regulation and other guidelines established by the Committee or the Board of Directors.

Article -8 - The Chairman of the Audit Committee, in the exercise of the functions of coordinator of the Audit Committee, will have the following attributions:

- I. call and preside over Committee meetings;
- II. comply with and enforce this Regulation;
- 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 Rules of Procedure;
- V. propose complementary rules necessary for the Committee's activities; and
- VI. perform other acts of a technical or administrative nature necessary for the exercise of their functions.

Article 9 - The members appointed to the Committee will exercise their functions for the same term of office as they exercise the functions of members of the Board of Directors, unless otherwise determined by the Board of Directors.

Single paragraph - The members of the Committee will be considered sworn in their positions on the Committee 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 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 COMMITTEE MEETINGS**

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

First Paragraph - The Chairman of the Board of Directors or the Chief Executive Officer of the Company may request informational meetings with the Committee.

Second Paragraph - 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 12 - The Chairman of the Committee, or 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 summons – especially, through the Council's website, as a fundamental tool for the effective exercise of the functions of the Council and its advisory committees. Alternatively, the summons and information may be sent to the e-mail address provided by the Committee member upon acceptance of their position as a member of the Board of Directors. The summons will contain the agenda to be discussed and it will be accompanied by the necessary documents for the appreciation of the items in the agenda.

Single paragraph - The summons must be made at least 4 (four) to 2 (two) business days in advance unless 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 debate about the agenda.

Article 13 - At least 2 (two) members of the Committee or their respective substitutes will be required and will form a quorum for the installation of a Committee meeting on first call, when the Committee has 3 (three) elected members. If the Committee has 4 (four) or 5 (five) elected members, at least 3 (three) members form the quorum to establish the meeting. On second call, in any event, the quorum will form with at least 2 (two) members and must be convened within one more business day of the previous meeting that was not held.

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

Second Paragraph - The Audit Committee, by resolution of its Chairman, may hold meetings through multiconference systems or any other means that allow the recognition and identification of participants at a distance, permanent communication between participants, regardless of the place they are in, as well as their manifestation, in any case in real time, adopting the procedures that ensure that connections are made through full guarantee of the participants' identity, the duty of confidentiality and the protection of the social interest in preserving access to the information that is transmitted and that is generated during the meeting, to the decisions in it take place as well as the commitments that are adopted, and the members of the Committee must observe the security and privacy protocols established by the Company. Participants will be considered as participants in the same and only meeting. The meeting will be considered held at the registered office.

Third Paragraph - All actions taken by the Committee must be adopted by a 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 casting 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.

Fifth Paragraph - The Secretary of the Committee will reduce each meeting to term, in its own minutes, which should be reviewed and signed by its members after the meeting and made available on the Board's website at least 01 (one) day in advance of the Board meeting. The minutes will be signed through a digital signature adopted by the Company.

Sixth Paragraph - Any necessary action may be taken, by the Committee, without a meeting, if, at the request of the Committee Chairman, all members of the Committee consent in writing, by letter, e-mail or any other appropriate electronic means. Written consents will be filed together 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 certain matter to be considered by the Committee must inform the Chairman of the Committee about this circumstance 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 - Any member of the Committee who is unable to attend a particular meeting must inform the Chairman of the Committee prior to the meeting, through the Secretary of the Committee, the name of their alternate, who may represent them exclusively at that meeting.

First Paragraph - Upon request of the Chairman of the Committee, the other directors of the Company may be asked to participate in the Committee's meetings, without the right to vote.

Second Paragraph - The Chairman of the Committee may also request, through the Secretary of the Committee, with copy, at their discretion, from 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 the boards of directors of companies in which the Company has a stake, whose appointment has been proposed by the Company, provided that there are no legal impediments to this.

Third Paragraph - The Committee, at the discretion of its Chairman, may request the presence, at its meetings, of the Company's Independent Auditor and/or the auditor of any entity linked to the Company, provided that there are no legal impediments to such participation.



Paragraph Four - Persons who are not members of the Committee cannot assist the parties of the meeting when dealing with aspects that are not within the scope of their competences or functions.

Article 15 - The Committee may access information, documents, accounting and non-accounting records, contracts, among other information and documents necessary to carry out its activities.

Single paragraph - The Committee may propose to the Board of Directors, for its deliberation, the hiring of consultancy services from external professionals for the best performance of its functions. Such professionals must submit annual reports of their activities directly to the Committee's Chairman. 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 V COMPLIANCE, INTERPRETATION AND INTEGRATION OF THE RULES OF PROCEDURE**

Article 16 - Committee members have an obligation to know and comply with these Rules, adopting all necessary measures for this purpose, and the Secretary of the Committee is responsible for providing them with a copy of this instrument, which will also be available on the council's website and on Neoenergia's website.

Article 17 - Doubts or divergences in the interpretation of these Rules will be resolved by a majority vote of the members of the Committee itself 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 itself 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, as long as they are not incompatible with their nature and function. The members of the Committee fully apply the provisions contained in the Brazilian Corporation Law, especially those that refer to the responsibilities, duties, obligations, limits, impediments and prohibitions against the Company's directors.



Article 19 - This Regime was approved by the Company's Board of Directors on July 17, 2023, and updated at the Board of Directors meeting on May 29<sup>th</sup>, 2024 entering into force on the same date, and will be published on the Company's website.