

Policy for Transactions with Related Parties

June 4, 2019

1. INTRODUCTION

This Policy for Transactions with Related Parties ("**Policy**") aims to establish rules that aim to ensure that decisions involving transactions between related parties and situations with potential conflict of interests are adopted through a transparent process and always with the best interests of Neoenergia S.A. ("**Company**") in mind, as well as in compliance with the best corporate governance practices.

2. WHO IT APPLIES TO

This Policy applies to shareholders, members of the Board of Directors and members of the Company's Advisory Committees, and must be respected by employees, statutory directors and other employees of the Company when conducting transactions with related parties on behalf of the Company.

3. DEFINITION OF TRANSACTIONS WITH RELATED PARTIES

Transactions with related parties are considered to be the transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged in return ("**Transactions with Related Parties**").

4. DEFINITION OF RELATED PARTIES

Related parties of the Companies are considered to be the partners, members or shareholders (in any case, direct or indirect) of the shareholders, as well as their affiliates ("**Related Parties**"). For the purposes of this Policy, affiliate means, in relation to any person, the natural or legal person that is its controller, controlled, is under common control or, also: (i) company that is controlled; or (ii) investment fund whose majority shares are held; directly or indirectly, by the same end controller(s) of such person.

For the purposes of this Policy, control means the ownership of voting rights that permanently ensure preponderance in corporate deliberations and the power to elect the majority of administrators of a given legal entity, whether individually or through a controlling group regulated by shareholders' agreement or partners' agreement.

The internal area of the Company responsible for the operation with a potential Related Party contacts the Governance Secretariat, which, in turn, submits the matter to the Company's Board of Directors, which forwards it to the Related Parties Committee for consideration, when applicable. The Related Parties Committee is responsible for identifying Related Parties and classifying transactions as Transactions with Related Parties.

5. DEFINITION OF SITUATIONS INVOLVING CONFLICT OF INTEREST OF THE SHAREHOLDER, MEMBER OF THE BOARD OF DIRECTORS OR MEMBER OF THE ADVISORY COMMITTEE OF THE BOARD OF DIRECTORS

A conflict of interest arises when a shareholder, member of the Board of Directors or member of the Advisory Committee of the Board of Directors ("**Committee**") is involved in a decision-making or advisory process that could result in a gain for themselves, for some family member, or to a third party with whom they are involved, or which may interfere with their capacity for impartial judgment, in any case, as long as it is to the detriment of the Company's interests. In the case of the Company, situations involving conflicts of interest can also be considered to be those in which the personal objectives of decision makers, for whatever reason, are not aligned with the Company's objectives on specific matters.

In view of the potential conflict of interests in these situations, the Company seeks to ensure that all decisions or recommendations that may confer a private benefit to any of its shareholders, members of the Board of Directors, members of Committees, family members, its investee companies or persons related to them are taken with complete transparency.

6. RULES FOR DECISIONS INVOLVING RELATED PARTIES OR OTHER POTENTIAL CONFLICTS OF INTEREST

When identifying a matter of this nature, shareholders, members of the Board of Directors or members of Committees must immediately express their conflict of interest at the General Shareholders' Meeting, at a meeting of the Board of Directors, or at a meeting of any Committee, including in the minutes the respective potential conflict of interest. Additionally, they must absent themselves from discussions on the topic and refrain from making decisions or issuing opinions, as appropriate.

At the request of the Chairperson of the Board of Directors or the Chairperson of the corresponding Committee, as applicable, such shareholders, members of the Board of Directors or members of the Committees may partially participate in the discussion, aiming to provide further information about the operation and the parties involved. In this case, they must refrain from making decisions or issuing opinions, as the case may be.

In the event that any shareholder, member of the Board of Directors or member of a Committee, who may have a potential private gain resulting from any decision or opinion, does not express their conflict of interest, any other shareholder or member of the body to which they belong who is aware of the situation can do so. In this case, the conflict of interests will be determined by the respective Board of Directors or Committee and, if applicable, the non-voluntary manifestation of the shareholder, member of the Board of Directors or Committee will be considered a violation of this Policy, subject to corrective action determined by the Board of Directors.

The manifestation of the situation of conflict of interests and the subsequent abstention must be included in the minutes of the assembly or meeting. Upon taking office, members of the Company's Board of Directors and Committees must sign a document stating that they have received, read and undertake to follow this Policy and other situations involving conflicts of interest.

The Company's Directors are subject to the rules on conflict of interest and transactions with related parties set out in the Procedure for Conflicts of Interest and Operations Linked to Directors and Those Professionals Who Have Direct Dependence on the Board of Directors.

7. FORMALIZATION OF TRANSACTIONS WITH RELATED PARTIES

Transactions with Related Parties within the scope of the Board of Directors will be analyzed by the Related Parties Committee, which must ensure that the following conditions are observed:

- (a) Transactions with Related Parties must be carried out in accordance with market standards (conditions equivalent to those that would be negotiated with independent third parties); and
- (b) Loans in favor of the controlling shareholder, if any, and administrators will not be permitted, except with a favorable opinion from the Related Parties Committee.

Except when they qualify as Related Operations under the Procedure for Conflicts of Interest and Operations Linked to Directors and Those Professionals Who Have Direct Dependence on the Board of Directors, Transactions with Related Parties will be resolved by the Board of Directors, in accordance with the Company's Articles of Incorporation, which must take into account the opinion issued by the Related Parties Committee on the transaction in question.

In this sense, the following will be subject to approval by the Company's Board of Directors: (i) the provision of guarantees by the Company in favor of its controlled and associated companies, (a) with an amount exceeding R\$ 500,000,000.00 (five hundred million reais), for loan transactions, debentures or financial transactions, including the Company's derivatives or (b) with a value exceeding R\$ 50,000,000.00 (fifty million reais) for other transactions; and (ii) the negotiation, conclusion or amendment of a contract of any kind or value between the Company and its shareholders, directly or through interposed companies or, even, companies in which they participate, directly or indirectly.

In turn, the provision of guarantees by the Company in favor of its controlled and associated companies, (a) with a value of up to R\$ 500,000,000.00 (five hundred million reais), as a collegial body, for loan operations, debentures or financial operations, including the Company's derivatives or (b) with a value of up to R\$ 50,000,000.00 (fifty million reais) for other operations, will be subject to approval by the Board of Directors.

8. DISCLOSURE

Under current legislation, the Company must disclose transactions with related parties, the type of relationship and transaction carried out between the parties, providing sufficient details to identify the related parties and any essential or not strictly commutative conditions inherent to the transactions in question.

This information will be disclosed (i) in the explanatory notes to the Company's financial statements, in accordance with applicable accounting standards, after an opinion from the Company's Audit Committee; and (ii) in the Reference Form, to be sent to the Securities and

Exchange Commission – CVM, in accordance with item 16 of Annex 24 of CVM Instruction 480/09.

9. RESPONSIBILITIES FOR APPROVING AND UPDATING THE POLICY

As provided for in the Company's Articles of Incorporation, the Audit Committee is responsible for evaluating, monitoring and recommending the correction or improvement of this Policy to the Company's Board of Directors. For these purposes, the Audit Committee must count on the assistance of the Related Parties Committee.

10. FINAL PROVISIONS

This Policy was approved by the Board of Directors on June 4, 2019, and will come into force on the date of publication of the announcement of the start of the public offering for the secondary distribution of common shares issued by the Company.