

REGULATIONS OF THE NEOENERGIA AUDIT COMMITTEE



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REGULATIONS OF THE NEOENERGIA S.A. AUDIT COMMITTEE

CHAPTER I NATURE, PURPOSE AND APPROVAL OF THE REGULATIONS

<u>Article 1 - The Audit Committee ("Committee")</u> of Neoenergia S.A. ("<u>Company</u>" or "<u>Neoenergia</u>") is a permanent and internal statutory advisory body linked to the Board of Directors, with duties to inform, analyze and submit proposals to the Board of Directors within the scope of its functions provided for in this document.

<u>Article 2</u> - The purpose of the Regulations of the Audit Committee ("<u>Regulations</u>") is to establish how the Committee operates, its objectives and principles of action, subject to the provisions of the Bylaws, the shareholders' agreement filed at the Company's headquarters ("<u>Shareholders' Agreement</u>"), the Company's Governance and Sustainability System, the applicable legislation in force, in particular Law No. 6.404, of December 15, 1976 ("<u>Brazilian Corporation Law</u>") and the applicable regulations, in particular the Novo Mercado Regulation of B3 S.A. – Brasil, Bolsa e Balcão ("<u>Novo Mercado Regulation</u>" and "<u>B3</u>").

<u>Article 3</u> - This Regulation is based on the independence of the Committee and also aims to establish the structure for the relationship and exchange of information between the Committee and the corresponding committees, if any, of the group of companies whose dominant entity, in the sense established by law, is the Company (the "<u>Group</u>"), so that, without prejudice to their independence, they can adequately perform their respective functions in accordance with the law and the respective corporate governance rules, safeguarding, in all cases, compliance with the regulations applicable to each company.

<u>Article 4</u> - This Regulation was prepared considering the applicable legal regulations, as well as the recommendations and best governance practices recognized and adopted both in Brazil and in international markets.

<u>Article 5</u> - These Regulations and their amendments must be approved by the Company's Board of Directors, on its own initiative or proposed by its Chairman, the Chairman of the Committee or the majority of its members of the Committee, and the amendment proposal must be accompanied by a justification of the causes and scope of the intended amendment.

<u>Article 6</u> - These Regulations were approved by the Company's Board of Directors on July 17, 2023, and last updated on Julho 17th, 2025, as disclosed on the Company's website.



CHAPTER II COMPLIANCE, INTERPRETATION AND INTEGRATION OF THE REGULATIONS

<u>Article 7</u> - Doubts or disagreements in the interpretation of these Regulations shall be resolved by a majority of the votes of the members of the Committee itself or, in the event of a tie, by the Company's Board of Directors. The interpretation and solution of any questions or disagreements by the Committee itself must be reported to the Board of Directors.

<u>Article 8</u> - In the absence of specific rules, the provisions of the Company's Bylaws and the Regulations of the Board of Directors regarding the operation of the Board of Directors, provided that they are not incompatible with their nature and function, shall apply to the Committee. The provisions contained in the Brazilian Corporation Law apply in full to the members of the Committee, especially those that refer to the responsibilities, duties, obligations, limits, impediments and prohibitions to the Company's managers.

<u>Article 9</u> - The members of the Committee have the obligation to know and comply with these Regulations, adopting all necessary measures for this purpose, and the Committee Secretary shall provide them with a copy of this instrument, which will also be available on the Committee's website and on Neoenergia's website.

CHAPTER III FUNCTIONS OF THE COMMITTEE

<u>Article 10</u> - The Committee shall perform its duties with full autonomy.

Article 11 - The Committee shall have the following powers:

- 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, the professional qualification necessary to perform their functions optimally.
- ii. Analyze and submit for approval by the Company's Board of Directors the proposal for the annual plan of activities and budget of the Internal Audit and Risks Area.

Propose to the Board of Directors the appointment, re-election and dismissal of the person responsible for the Internal Audit and Risks Area, as well as the evaluation of the annual performance. To this end, the Committee may promote, if it deems appropriate, the periodic evaluation by an independent third party, which verifies, among other



aspects, compliance with the requirements established in the Company's internal audit standards.

The assessment must be constructive and include an assessment of the degree of compliance with the criteria established for the purpose of setting the variable components of the remuneration of the Director of Internal Audit and Risks.

- b) Regarding internal control and risk management systems:
- i. Monitor the activities of the Company's internal control area, as well as become aware of and analyze the financial information process and internal control systems linked to the Company's risks, and ensure that the Company's main risks and risk exposures are evaluated, monitored, identified, managed and properly reported, thus identifying: (i) different types of risks that the Company may face, including financial or economic risks (including, among financial risks, contingent liabilities and other risks off the balance sheet), contingent liabilities and other risks not arising from the balance sheets, the non-financial ones (including operational, legal, technological, social, environmental, political, reputational or corruption-related risks): (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.
- ii. Analyze the internal control systems, together with the Independent Auditor and the Internal Audit and Risks Area, verifying: (a) their adequacy and efficiency (including any deficiency or significant change in internal controls reported to the Committee by the Independent Auditors), accounting practices, controls and information procedures (and their corresponding management reports) of the Company; and (b) current accounting trends and updates, and take the necessary measures in this regard.
- iii. Gather information on any significant internal control deficiencies that the auditor detects in the course of his or her audit work.
- iv. Promote, always within its competencies, a culture in which risk is a factor that is taken into account in all decisions and at all levels of the Company.
- v. Confirm, at the request of the Company's Compensation and Succession Committee, that the Company's variable compensation plans include adequate risk taking.
- vi. Identify and assess emerging risks, such as those arising from technological, environmental, social, regulatory and reputational risks, including those related to corruption, as well as existing alert mechanisms, periodically evaluating their effectiveness.



- vii. Obtain reliable information on whether the most relevant risks are managed, controlled and maintained within the established tolerance values and annually evaluate the list of the most significant financial and non-financial risks, as well as the different levels of risk tolerance established in the guidelines and risk limits, in order to, if necessary, propose their adjustment, based on the information provided by the Company's management and the Company's Internal Audit and Risks Board.
- viii. Ensure that the Company's General Corporate Risk Management Bases, guidelines and systems established within the scope of internal control are effectively applied.
- c) Regarding the Independent Audit:
- i. With regard to the Company's Independent Auditor, (a) propose to the Board of Directors the conditions for hiring the Independent Auditor; and (b) give an opinion on the hiring and dismissal of the Independent Auditor, in accordance with applicable legal regulations and the Company's Policy on Hiring and Relations with the Independent Auditor.
- ii. Ensure the Independent Auditor's independence, receiving periodic information about any activity that may put such independence at risk.
- iii. 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.
- d) Regarding the process for preparing the Company's financial information:
- i. Supervise the process for the preparation and presentation, transparency, clarity, coherence and integrity of the Company's economic and financial information. In this regard, the Committee shall 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 Company's general accounting policies and practices. Such supervision shall be carried out on a continuous and timely basis, when necessary to address unforeseen events, when the Committee deems it appropriate or at the request of the Board of Directors.
 - I. Obtain and review management approvals of the Company's periodic financial reports with respect to applicable laws, regulations and other standards regarding the content and preparation of such financial reports. In this context, the Committee shall evaluate the Company's quarterly information, interim statements and financial statements.



- II. Verify compliance with legal requirements and the correct application of accounting and financial information principles and practices that may be applicable in relation to the Company's annual accounting.
- III. Evaluate any proposals for changes in accounting practices
- IV. Have direct access, in accordance with the provisions of the Compliance Unit's Regulations, to complaints or information made through internal information channels enabled by the Company, which may have a material impact on financial information or internal control and, when deemed necessary, propose timely actions to reduce the risk of its practice in the future. The Compliance Unit will report to the Committee the existence of such complaints or reports and provide all documentation related to the processing of the investigation requested.
- i. Regarding the Company's non-financial information:
- i. On the basis of the available sources of internal information (with the reports of the Internal Audit Board, other areas or the analysis and opinion of the Company's board), supervise the process of preparation and presentation, clarity and completeness of the non-financial information of the Company and its subsidiaries.
- ii. Inform the Sustainability Committee about the process of preparing and presenting non-financial information, as well as 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.
- ii. Regarding compliance with the Corporate Tax Policy:
- i. Issue to the Board of Directors an annual report on the degree of compliance with the Corporate Tax Policy and on the tax criteria applied.
- 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 Board of Directors. In particular, inform the Board of Directors of the proposals for approval and modification of the Regulations of Neoenergia's Compliance Unit.

<u>Sole Paragraph</u> - The Committee may assume other functions that, when applicable, are assigned by the Board of Directors.



<u>Article</u> 12 - The Committee shall make available on the Company's website the 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. This report shall 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 IV COMPOSITION, APPOINTMENT AND REMOVAL OF MEMBERS

Article 13 - The Committee shall consist of at least three (3) and up to five (5) members of the Board of Directors, appointed by the Board of Directors, who may have alternates. Each member of the Committee should have sufficient financial experience, particularly in the areas of accounting, auditing, or risk management, to perform their duties as members of the Committee, and each member should be able to interpret the Company's basic financial statements. At least one (1) member of the Audit Committee must be an independent director of the Company, and at least one (1) member must have recognized experience in corporate accounting matters, and the same member of the Audit Committee may accumulate both characteristics.

<u>Paragraph Two</u> - The Committee shall have a Chairman who shall be elected by the Board of Directors from among its members or not and who shall perform the duties established in these Regulations and others established by the Committee.

<u>Paragraph Three</u> - The Committee shall elect, from among its members or not, a person to act as Secretary of the Committee, who shall perform its duties in accordance with these Regulations and other guidelines established by the Committee or the Board of Directors.

<u>Article 14</u> - The Chairman of the Audit Committee shall have the following duties:

- I. convene and chair the meetings of the Committee;
- II. comply with and enforce these Regulations;
- III. approve the agendas and schedules of the meetings;
- IV. invite, on behalf of the Committee, non-member participants to the meetings of the Committee, pursuant to these Regulations;
- V. propose complementary rules necessary for the Committee's performance; and
- VI. perform other acts of a technical or administrative nature necessary for the exercise of its functions.

<u>Sole Paragraph</u> - The Chairman of the Committee shall inform the Chairman of the Board of Directors, when requested, of the Committee's activities and any action taken or recommendation



made during the Committee's meetings, prior to the first meeting of the Board of Directors following the Committee's meetings.

<u>Article 15</u> - The members appointed to the Committee shall perform their duties on the Committee (i) for the same term of office as the 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 designation as a member of the Committee.

<u>Sole Paragraph</u> - The members of the Committee shall be deemed to have taken office on the Committee on the respective dates of their appointment by the Board of Directors. The members who constitute the Committee and who are re-elected as Directors of the Company will remain in their positions in the Committee, without the need for a new election.

Article 16 - The members of the Committee shall be immediately removed from their positions:

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

CHAPTER V COMMITTEE MEETINGS

<u>Article 17</u> - 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 or when requested by at least half of its members.

<u>Paragraph One</u> - The Chairman of the Board of Directors or the Chief Executive Officer of the Company may request informative meetings with the Committee.

<u>Paragraph Two</u> - It is incumbent upon the Chairman of the Committee to propose and submit for approval, at the first meeting of the current year, a calendar of ordinary meetings of the respective year.

<u>Article 18</u> - The Secretary of the Committee, at the request of the Chairman, shall send a call for 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 notice and information may be sent to the email address provided by the Committee member upon acceptance of his/her position as a member of the Board of Directors. The call will contain the agenda to be discussed and will be accompanied by the documents necessary for the assessment of the items discussed.



<u>Sole Paragraph</u> - The call must be made at least 4 (four) to 2 (two) business days in advance, except if there is a need for an urgent meeting. Prior notice shall be waived if all its members or their alternates are present or represented and unanimously accept the meeting and the discussion of the matters on the agenda.

Article 19 - At least two (2) members of the Committee or their respective alternates, when activated, will be necessary and will form the quorum for the installation of a meeting of the Committee on first call, when the Committee has three (3) elected members. In the event that the Committee has four (4) or five (5) elected members, at least three (3) members shall form the quorum for the installation of the meeting. In any case, at least two (2) members shall constitute a quorum for the meeting to be held on second call, which shall be convened within one business day of the previous meeting that was not held.

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

<u>Paragraph Two</u> - The Audit Committee, by decision of its Chairman, may hold meetings via teleconferencing systems or any other means that allow for the recognition and identification of remote participants, permanent communication between participants, regardless of their location, as well as their expression, in any case in real time, adopting procedures that ensure that connections are made with full guarantee of the identity of the participants, the duty of confidentiality and the protection of the company's interest in preserving access to the information transmitted and generated during the meeting, the decisions made therein, as well as the commitments adopted, with the members of the Committee observing the security and privacy protocols established by the Company. Participants will be considered as attendees of one and the same meeting. The meeting shall be deemed to be held at the registered office.

<u>Paragraph Three</u> - All actions taken by the Committee shall be adopted by a majority vote of the members present at the meeting or represented. In the event of a tie, the Chairman of the Committee shall have the deciding vote.

<u>Paragraph Four</u> - 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 bind the resolution of the Board of Directors.

<u>Paragraph Five</u> - The Secretary of the Committee shall reduce each meeting to minutes, which shall be reviewed and signed by its members after the meeting, and made available on the Council's website at least one (1) day prior to the Council meeting. The minutes will be signed by means of a digital signature adopted by the Company.



<u>Paragraph Six</u> - Any necessary action may be taken by the Committee without a meeting, if, upon request of the Chairman of the Committee, all members of the Committee consent in writing, by letter, email or any other appropriate electronic means. Written consents shall be filed together with the minutes of the meetings of the Committee.

<u>Paragraph Seven</u> - Any Committee member who, effectively and in accordance with the law, has a conflict of interest with a particular matter to be considered by the Committee shall inform the Chairman of the Committee of this circumstance and shall not participate in the part of the meeting in which the matter is being considered, but may be invited to provide information. The member of the Committee who has been justifiably considered to be in a conflict of interest may object to this fact to the Chairman of the Board of Directors, who shall resolve the matter.

<u>Article 20</u> - Any Committee member 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, of the name of their alternate, who may represent them exclusively at that meeting.

<u>Paragraph One</u> – Upon request of the Chairman of the Committee, the members of the Board of Directors of Neoenergia may be requested to participate in the meetings of the Committee, without the right to vote.

<u>Paragraph Two</u> - The Chairman of the Committee may also request, through the Secretary of the Committee, with a copy, at its discretion, to the Chairman of the Board and the Chief Executive Officer of the Company, the attendance of any director, 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, whose indication has been proposed by the Company, provided that there are no legal impediments to this.

<u>Paragraph Three</u> - The Committee, by resolution of its Chairman, may request the presence, at its meetings, of the Independent Auditor of the Company and/or the auditor of any entity related to the Company, provided that there are no legal impediments to such participation.

<u>Paragraph Four</u> – Persons who are not members of the Committee may not attend the parts of the meeting in which aspects that are not within the scope of their competences or functions are dealt with, except in specific cases under justification that must be included in the respective minutes of the meeting.

<u>Article 21</u> - The Committee may access information, documents, accounting and non-accounting records, contracts, among other information and documents necessary to carry out its activities.



<u>Sole Paragraph</u> - 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. Such professionals shall submit annual 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 VI RELATIONSHIPS

Article 22 - Relationship with the Board of Directors.

Sole Paragraph - The Chairman of the Committee shall communicate to the Board of Directors the matters discussed and the resolutions adopted at its meetings at the first meeting of the Board of Directors subsequent to the Committee.

Article 23 - Relationship with the Internal Audit and Risk Area.

- i. The Committee will inspect the Internal Audit and Risks Area, which will depend operationally on the Committee and hierarchically on the Board of Directors, and 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 unlawful 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.
- ii. The Committee will 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 will receive regular information on the activities carried out by the Internal Audit and Risks Area.
- iii. The Committee will monitor the annual plan of activities to verify at least the following:
 - a) That incidents and significant 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 progress verified by the Internal Audit and Risks Area.



- That the Company's officers comply with the conclusions and recommendations of the reports of the Internal Audit and Risks Area.
- That any disagreements that may have arisen with the Company's officers be resolved or, failing that, that they be submitted for consideration by the Committee.
- That the conclusions of its reports, prepared in accordance with the annual plan of activities or other specific requests, which may have been made or approved by the Committee, are presented in a timely manner. These findings must include the deficiencies, the irregularities identified, as well as recommendations for their resolution.
- That an annual activity report be submitted to the Committee containing at least a summary of the activities and reports of the 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 the deficiencies, recommendations and action plans established.

c) With regard to Risk functions:

- That the risk strategy of the Company and its Group is complied with and that it covers the most relevant risks.
- That the risk control and management systems function effectively and identify, manage, mitigate and adequately quantify the main risks (financial and non-financial) and that these are maintained within the established tolerance values.
- That, taking into account the provisions of the Iberdrola Group's General Bases for Control and Risk Management, there is adequate coordination with other functions to which responsibilities have been assigned in the field of risk management, supervision and insurance.

Article 24 - Relationship with the Independent Audit.

 The Committee will receive regular reports from the Independent Auditor on matters and updates to accounting and auditing legislation and auditing practices in effect from time to time.



- ii. The Committee will receive annually from the Independent Auditor the written confirmation of its independence from the Company, as well as information about the additional services of any class provided by the Independent Auditor or by the persons or entities linked to it, according to applicable regulations.
- iii. The Committee will analyze, together with the Independent Auditor, any significant deficiencies in the internal control system that may be detected and will review the content of the Audit Reports before they are issued, avoiding qualifications after they are ready, and will evaluate the results of each audit, verifying the response of the Company's Executive Board to its recommendations.
- iv. The Committee will 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.