# **Appointment of Directors Policy**

Updated on October 16th, 2025

NEOENERGIA S.A.'s (the "Company") Board of Directors has the power to prepare, evaluate and consistently review the Company's Governance and Sustainability System, as well as approve and update policies that contain guidelines that govern the Company's performance. They may also provide notice of, as applicable, the policies that, during the exercise of their autonomy, they decide to approve at companies that are part of the group where the dominant entity is, as established by law, the Company (the "Group").

In the exercise of these powers and within the scope of the legislation, the Company's Bylaws and the Purpose and Values of the Neoenergia Group, the Board of Directors approves this Administrators' Nomination Policy (the "**Policy**"), which respects, develops and adapts, in relation to the Company, the Group's Ethical and Basic Governance and Sustainability Principles.

# 1. Scope of application

This Policy is applicable to the Company and, in particular, to the members of its Board of Directors, its Committees and the Executive Board. Nevertheless, the Policy informs the actions and normative developments that must be carried out by the other companies of the Group, observing their competences and their autonomy in this matter.

The Company will promote the alignment of the regulations of the companies in which it holds an ownership interest, but which are not part of the Group, as well as joint ventures, temporary company associations and other entities it manages, with the principles contained in this Policy.

These principles should also inform, where applicable, the actions of the Neoenergia Institute, which is linked to the Group.

# 2. Purpose

This Policy aims to define the criteria for the composition of the Board of Directors, its Advisory Committees and the Company's Executive Board.

# 3. Appointment of members of the Board of Directors, its Committees and the Statutory Executive Board

Subject to the provisions of the Bylaws and the Shareholders' Agreement filed at the Company's headquarters, the process of appointing the members of the Board of Directors, the members of the Committees and the Executive Board of the Company, will be assisted by the Remuneration and Succession Committee.

# 3.1. Nomination requirements

For the composition of the Board of Directors and the Committees of the Company, the nominations of members must be based on a prior analysis of the needs of the Board of Directors and the Committees, in order to ensure that the Board of Directors and the Committees are composed of members representing a diversity of capacities, knowledge, experiences, origins, nationalities, age and gender.

We also seek a composition that considers diversity, aiming to promote equal opportunities. In the candidate selection process, any type of inclination that may imply any form of discrimination, among others, due to sex, ethnic origin, age or physical disability, will be avoided. In particular, in accordance with the provisions of the fifth item of the Sustainable Development Goals (SDGs) approved by the United Nations, any kind of inclination that hinders the appointment of advisors will be avoided.

In the selection process, candidates with knowledge and experience in the business sectors in which the Company operates or will operate will be sought.

All candidates for member of the Board of Directors or Committees must be honorable, reputable persons of unblemished reputation, competence, experience, qualification, training, availability and commitment to their function.

In particular, they must be professionals with integrity, whose conduct and professional trajectory is in line with the principles set forth in the Code of Conduct for Managers, Professionals and Suppliers and with the corporate values set forth in the Company's Purposes and Values.

Candidates may not (i) hold positions in companies that may be considered competitors of the Company; (ii) have or represent a conflicting interest with the Company; or (iii) be involved in any events of incompatibility or prohibition under the legal provisions of a general or sectoral nature. For clarification purposes, companies in which the signatory shareholders of the Shareholders' Agreement filed at the Company's headquarters have an interest, as well as the parent companies or affiliates of such

shareholders, in any case, directly or indirectly, will not be considered competitors of the Company.

The Remuneration and Succession Committee shall evaluate the suitability, competence and unblemished conduct requirements (these with the support of the Company's Compliance Superintendence) of the candidates for Directors and the members of the Committees.

The Company may rely on the collaboration of external advisors to validate that the candidates for members of the Board of Directors meet the afore mentioned conditions and that they are not involved in any of the impediments indicated.

#### 3.1.1. Procedure for Nomination

The election for the members of the Board of Directors will be made, biannually, as provided for in the Company's Bylaws, observing the provisions of the Shareholders' Agreement filed at the Company's headquarters.

a) Appointments of directors pursuant to the Shareholders' Agreement:

In relation to nominations made under the Shareholders' Agreement, the shareholder who is entitled to nominate candidates to the Board of Directors shall notify the Remuneration and Succession Committee in writing informing the full name and qualification of the candidates before the general meeting that will elect the new Board of Directors. When appointing a member to join the Board of Directors, the shareholder must submit a statement attesting that all applicable legal requirements and those related to the Shareholders' Agreement and the Company's Governance and Sustainability System have been duly observed in this nomination, together with the appropriate evidence.

### b) Appointments of independent directors:

The appointment of independent members of the Board of Directors will be proposed by the Remuneration and Succession Committee, which will issue a recommendation to the Board of Directors. To issue its recommendation, the Committee may request external advice from a specialized company.

The Board of Directors shall include in the management proposal regarding the general meeting for the election of independent members of the Board of Directors a statement contemplating: (i) the adherence of each candidate to the position of member of the board of directors to this Policy; and (ii) the reasons, in light of the provisions of these regulations and in the statement mentioned in Art.

17 of the Novo Mercado Regulation, by which each candidate is classified as an independent director.

c) Appointments of members of the Committees:

The election for the members of the Committees will be made by the Board of Directors, as provided for in the Company's Bylaws, observing the provisions of the Shareholders' Agreement filed at the Company's headquarters, upon prior recommendation of the Remuneration and Succession Committee.

# 4. Executive Board

The Executive Board is the executive collegiate body of the administration, and its members will be elected and dismissed at any time by the Board of Directors. The members of the Executive Board shall have a term of office of three (3) years, and may be re-elected.

# 4.1. Requirements

The positions of the Executive Board will be held by professionals with proven experience in their respective areas of expertise, and the appointment of directors by any criterion other than undisputed professional competence is prohibited.

All candidates for Board positions must be honorable, reputable persons of unblemished reputation, competence, experience, qualification, training, availability and commitment to their function.

In particular, they must be professionals with integrity, whose conduct and professional trajectory is in line with the principles set forth in the Code of Conduct for Managers, Professionals and Suppliers and with the corporate values set forth in the Company's Purposes and Values.

Candidates may not (i) hold positions in companies that may be considered competitors of the Company; (ii) have or represent a conflicting interest with the Company; or (iii) be involved in any events of incompatibility or prohibition under the legal provisions of a general or sectoral nature. For clarification purposes, companies in which the signatory shareholders of the Shareholders' Agreement filed at the Company's headquarters have an interest, as well as the parent companies or affiliates of such shareholders, in any case, directly or indirectly, will not be considered competitors of the Company.

# 4.2. Procedure for Nomination

The candidates for Executive Board positions will be evaluated by the Remuneration and Succession Committee, which will issue a recommendation to the Board of Directors.

The Remuneration and Succession Committee may rely on the collaboration of external advisors to validate whether candidates for positions on the Executive Board meet the above-mentioned conditions and that they are not involved in any of the impediments indicated.

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This Policy was approved by the Board of Directors on April 23, 2019 and last reviewed and updated on October 16<sup>th</sup>, 2025.

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