

REGULATIONS OF THE NEOENERGIA BOARD OF DIRECTORS



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REGULATIONS OF THE NEOENERGIA S.A. BOARD OF DIRECTORS

CHAPTER I

PURPOSE OF THE REGULATIONS, ITS APPROVAL AND AMENDMENT

- 1. These regulations ("Regulations") govern the principles, forms of action and operation of the Board of Directors ("Board"), in addition to the basic rules of its organization, the rules of conduct of its members and the members of the Committees linked to it, and the relationship between the Board and the other corporate bodies. These Regulations comply with the provisions of the Bylaws of Neoenergia S.A. ("Company"), the shareholders' agreement duly filed at the Company's headquarters ("Shareholders' Agreement"), the applicable regulations, the legislation in force, in particular Law No. 6.404, of December 15, 1976, as amended ("Brazilian Corporation Law"), and the Company's Governance and Sustainability System, in order to ensure transparency, effectiveness, supervision and control in the functions of the Board, always representing the corporate interest.
- **1.1.** In preparing these Regulations, the applicable legal regulations were considered, as well as the recommendations and best governance practices recognized and adopted both in Brazil and in international markets.
- 2. The Board, by means of a resolution approved by a majority of its members, may amend these Rules of Procedure at the initiative of any Member, and the proposed amendment shall include justification as to the causes and scope of the intended amendment.
- **3.** These Regulations were unanimously approved by the members of the Board of Directors at a meeting held on July [--], 2025.

CHAPTER II

PERFORMANCE GUIDELINES

4. The Board develops its functions and competences with unity of purpose and in a convergent manner for the benefit of the Company, with independence of criteria and fidelity to social interests, as provided for in the Company's Purpose and Values, in the Neoenergia Group's Ethics and Basic Principles of Governance and Sustainability and in its Governance and Sustainability System, also observing, particularly in relation to the Board, the rules of organization and internal functioning that the Board establishes due to its self-organization capacity.

- The Board's activities will essentially focus on defining the strategic direction of the Company, establishing its policies and protecting and valuing the Company's assets, and must develop its functions in order to promote the corporate interest and ensure compliance with the Bylaws and the Shareholders' Agreement. The Board will also be responsible for disseminating the Company's general policies, strategies and guidelines that, due to their projection, will inform the rules of the companies directly or indirectly controlled by the Company ("Subsidiaries"), to be approved within the scope of their respective Governance in respect of the autonomy and decentralized management by these companies, facilitating coordinated action with the management bodies of the Subsidiaries.
- **6.** The Board is a collegiate deliberation body, responsible for establishing the general orientation of the Company's business and deciding on strategic issues, aiming to carry out the following guidelines:
- (i) promote and observe the Company's corporate purpose;
- (ii) promote the creation of sustainable value and ensure the interests of shareholders, making them compatible, where appropriate, with other Stakeholders;
- (iii) ensure the continuity of the Company, within a long-term and sustainability perspective that incorporates economic, social, environmental, ethical and good corporate governance considerations in the definition of the Company's business and operations;
- (iv) adopt an agile management structure, composed of qualified professionals with an unblemished reputation;
- (v) issue guidelines for the Company's business and management, which will be reflected in the annual budget and strategic plans;
- (vi) ensure that the guidelines and strategic guidelines defined are effectively implemented by the Executive Board, without, however, interfering in operational matters;
- (vii) monitor the Company's internal and market performance indicators, guiding the corrective actions it deems pertinent;
- (viii) prevent and manage situations of conflict of interest and divergence of opinions, so that the Company's interest always prevails;

- ensure the continuity of the Company from the perspective of economic and financial sustainability, compatible with social and environmental responsibilities and the sustainable value chain:
- ensure that management identifies, mitigates and monitors the organization's risks;
 and
- (xi) become aware of the annual programs of the activities of the Neoenergia Institute and its respective budget, as well as the execution of activities of general interest and sustainable development that have been requested from the Neoenergia Institute by the Group's controlled companies.

7. The Board is responsible for the matters provided for in article 142 of the Brazilian Corporation Law, in the applicable regulations and in the Company's Bylaws, in addition to those provided for in these Regulations.

CHAPTER III

RIGHTS AND DUTIES OF DIRECTORS

- **8.** The members of the Board of Directors ("<u>Directors</u>") will have access to the documents and information necessary for the exercise of their duties and resolutions within at least seven (7) business days prior to the meeting of the Board of Directors. Requests for information or documents will be made through the Secretary of the Board.
- **9.** The Directors may take note of the minutes of the meetings of the Executive Board and the Fiscal Council, as well as the Committees.
- **10.** It is the duty of every Director, in addition to those provided for by Law, in the applicable regulations and in the Bylaws:
- a) properly prepare for the meetings of the Board and, as the case may be, of the Committees to which it is a member, and must inform itself diligently on the matters to be discussed at the meetings;
- b) attend the meetings of the Board and the Committees that it integrates, actively participating in the deliberations so that its criterion effectively contributes to decision-making;
- c) perform the specific functions assigned to it by the Board or its Chairman, which are included in its commitment to dedication to the Company;

- d) inform the Board of any irregularity and risk situation in the management of the Company of which it has become aware:
- e) oppose the acts and agreements contrary to the Law, the Company's Governance and Sustainability System and the corporate interest, requesting the registration, in minutes, of its opposition;
- f) act always in the Company's interest, employing in the exercise of his functions, the care and diligence that every good and active person usually employs in the management of his own business;
- g) maintain the confidentiality of the information to which it has privileged access due to the position it occupies, until its disclosure to the market, as well as ensure that subordinates and third parties also do so;
- h) avoid situations of conflict of interest among others, refrain from intervening, alone or together with a third party, in any business with the Company, its Subsidiaries and Affiliates (companies in which the Company or any of its Subsidiaries participates in the voting capital, without, however, holding control of such companies) and also between the Company and the subsidiaries and affiliates of the managers, as well as other companies that, with any of these persons, are part of the same group in fact or in law, except with the prior and specific approval of the Board;
- i) declare, or be declared, prior to the resolution, that, for any reason, it has a particular or conflicting interest with that of the Company in relation to a certain matter submitted for its consideration, as soon as it identifies a matter of this nature, abstaining from discussions on the subject and abstaining from decision-making or issuing an opinion, as the case may be (except for the possibility of its partial participation at the request of the Chairman of the Board to provide more information on the matter or on the parties involved, absent in any case from decision-making or issuing an opinion, as provided for in the Policy for Related Party Transactions);
- j) exercise its vote in the interest of the Company, regardless of the interest of the shareholder who elected it:
- k) ensure that the Board's relationship with the Committees, the Fiscal Council, the Independent Auditors, the Executive Board and the shareholders occurs efficiently and transparently;

- l) ensure compliance with these Regulations and the adoption of good corporate governance practices by the Company;
- m) observe all the Company's internal policies to which it must submit, in particular comply with the provisions of Neoenergia's Code of Conduct for Managers, Professionals and Suppliers and the Company's Governance and Sustainability System;
- n) serve the Company with loyalty, ethics and diligence; and
- o) make all statements required by law and/or requested by the Company, and inform the Board of any of the participations indicated in item 19 of these Regulations.
- **11.** It is forbidden to the Board Members, in addition to the prohibitions provided for by Law, in the regulations and in the Bylaws:
- a) take loans or resources from the Company for their own benefit, from third parties or from a company in which they have an interest, as well as obtaining any kind of advantage, direct or indirect, for themselves or for third parties, due to the positions they hold;
- b) use the commercial opportunities of which they are aware due to the position for their own benefit or to the detriment of the Company, its Subsidiaries and Affiliates, as well as fail to take advantage of business opportunities of interest to the Company in order to obtain personal advantage;
- c) receive any undue or disproportionate advantage due to the exercise of the position;
- d) acquire, to resell at a profit, a good or right that they know is necessary for the Company or that the Company intends to acquire; and
- e) participate in decision-making or the issuance of an opinion in those matters submitted to them in relation to which they have a conflict of interest, in breach of the provisions of the Policy for Transactions with Related Parties.
- **12.** The Directors shall be invested in their respective positions by signing, within thirty (30) days of their election, the respective term of office, drawn up in the Book of Minutes of Meetings of the Board of Directors, and shall include the declaration of clearance, which shall meet the requirements set forth in article 149, paragraph 2 of the Brazilian Corporation Law.
- **12.1.** The investiture of the Directors will also be conditioned to the signing, among others, of the following documents, without prejudice to the adherence to the other internal policies of the

Company: (a) Trading Policy with Securities Issued by Neoenergia S.A. and its Subsidiaries; (b) Policy for Disclosure of Material Information and Preservation of Confidentiality; (c) Term of knowledge and adherence to the Shareholders' Agreement; (d) Term of adhesion and knowledge to the Code of Conduct of administrators, professionals and suppliers; (e) Term of knowledge and adhesion to the Policy for Transactions with Related Parties. Also, the investiture of the Directors is conditioned to the communication of the existence of judicial or administrative proceedings, as provided for in item "u" of item "1" of "Article C.3. Duties in the performance of the position." of the Code of Conduct for Managers, Professionals and Suppliers.

- **12.2.** The Directors must keep their personal data updated with the Company's Corporate Governance Management and also make the statements required by current legislation and the Code of Conduct for Managers, Professionals and Suppliers.
- **12.3.** The Directors shall, immediately after the investiture in office, communicate to B3 S.A. Brasil, Bolsa, Balcão ("<u>B3</u>") the quantity and characteristics of the securities issued by the Company that they hold, directly or indirectly, including their derivatives.
- **13.** The Directors must have full general knowledge of the Company's activities, be familiar with accounting, financial management and other areas of business administration, having the skills and experience necessary for the exercise of the position.
- The Director shall maintain confidentiality about the information and resolutions of the Board and other Committees he/she is a member of, and shall ensure the preservation of his/her confidentiality and refrain from disclosing the information, data, reports or discussions to which he/she has had access in the exercise of his/her position, not using them for his/her own benefit or that of third parties, without prejudice to the obligations of transparency and information imposed on him/her by the applicable legislation. The obligation of confidentiality shall survive even when the Director leaves office, unless otherwise provided for in the legislation. The Director must also respect the limitations established for the use of the computer and telematic systems, applications and resources made available to him by the Company.
- 15. The Director, while remaining with a current term of office, may not be a manager or provide services to another company with a corporate purpose totally or partially similar to that of the Company or to a company that is a competitor of the Company, provided that such companies (i) do not belong to the Neoenergia Group, (ii) do not belong to the same economic group as the Company's controlling shareholder, or (iii) are not, directly or indirectly, controlled by the Company's controller. Also, except for the functions and positions they may perform (i) in companies in which they act representing the interests of the Neoenergia Group, (ii) in companies in which any company of the Neoenergia Group participates, unless the Board understands that

the corporate interest is at risk, and (iii) in other cases in which the Shareholders' Meeting, when required by law, or the Board, in the remaining cases, exempts the Director from the obligation provided for in this clause because it understands that there is no risk to the corporate interest or to the Company.

- **16.** The independent Director, after the end of his term of office for any reason, may not act as manager or provide services to companies that have a corporate purpose totally or partially similar to that of the Company or that is its competitor, during the period of 2 (two) years, except in the case of a company of the Neoenergia group. The Board, if it considers it appropriate, may exempt the Director from this obligation or reduce the period of its duration.
- **17.** The use, by the Director, of non-public information of the Company for private purposes may only be carried out subject to the following conditions:
- If such information is not related to transactions in the acquisition or sale of securities or financial instruments to which the information refers directly or indirectly;
- b. That does not assume, for the Director, a situation of advantage in relation to third parties, including suppliers and customers;
- c. Its use does not cause any damage to the Company; and
- d. The Company does not have the exclusive right to such information or similar position.
- **18.** The Director may not use, for the benefit of himself or any of his Related Parties, a business opportunity of the Company, except if such opportunity has been previously offered to the Company and it has chosen not to exploit it, without the influence of the respective director in such decision, and that the use of the business opportunity by the Director has been previously authorized by the Board.
- **18.1.** For the purposes of item 18, business opportunity means any possibility of making an investment or commercial operation that has arisen or has been discovered in connection with the exercise of the position of Director, or through the use of the Company's means and information, or circumstances such that it is reasonable to infer that the offer of the opportunity by a third party was, in reality, intended for the Company.
- **18.2.** Likewise, the Director shall refrain from using the name of the Company or invoking his status as a Director of the Company to carry out operations on his own account or on behalf of its Related Parties.

- **18.3.** For purposes of this Agreement, "Related Party(ies)" means, with respect to any Director, any other individual or legal entity (including association, joint venture, trust, investment fund, partnership, agency or organization), as the case may be, (a) that is his spouse, ascendant, descendant or collateral up to the third degree; (b) that is, directly or indirectly, Controlled by the Director or a Related Party of his; (c) in which the Director or his Related Party, directly or indirectly, has significant influence (as defined by Brazilian GAAP); or (d) from which the Director, directly or indirectly, by himself or by a Related Party of his, holds more than 20% (twenty percent) of the shares, quotas or securities with voting rights.
- 19. The Director shall communicate to the Company, through the Secretary of the Board, the interest that he holds in the capital of any company that has the same, analogous, complementary or similar corporate purpose as the Company and the positions and functions that he performs in such company; in addition to the execution, directly or indirectly, of any type of complementary activity that constitutes the object of the Company. The Director shall also inform the Company of:
- All positions or activities that he performs in other companies or entities, as well as his
 other professional obligations. In particular, the Director shall inform the Board before
 accepting any office of director or member of directors in another company or entity;
- b. About any significant change in your professional situation that affects the character or condition by virtue of which you have been appointed to the position of Director;
- c. About judicial, administrative or any other proceedings that are filed against you and that, given their characteristics and importance, may affect the Company's reputation;
- d. In general, regarding any situation or fact that may be relevant to your performance as a Director of the Company.
- **20.** In the event of a potential conflict of interest of any member of the Board of Directors, if the director who is in this situation does not express his conflict of interest, any other director may do so. In this case, the conflict of interest will be determined by the Board of Directors and, if it proceeds, the non-voluntary manifestation of the Director will be considered a violation of the Policy for Transactions with Related Parties.

CHAPTER IV COMPOSITION AND OPERATING RULES

- **21.** Under the terms of the Bylaws, the Board will be composed of at least 10 (ten) and at most 15 (fifteen) full members, who may have their respective alternates, who will be responsible for replacing the effective members. All members, effective and alternate, must be individuals, resident or not in the country, elected and dismissible at any time by the Shareholders' Meeting and with a unified term of two (2) years, reelection being allowed.
- **22.** At least 2 (two) or 20% (twenty percent) of the members of the Board, whichever is greater, must be independent directors, under the terms of the applicable regulations.
 - **22.1.** The Board of Directors shall include, in the management proposal regarding the shareholders' meeting for the election of directors, its statement covering: (i) the adherence of each candidate to the position of member of the Board of Directors to the Policy for the Appointment of Directors; and (ii) the reasons, in the light of the provisions of the Novo Mercado Regulation and the statement, why each candidate is classified as an independent director.
- 23. At the request of the Chairman of the Board, any members of the Company's Executive Board, as well as any representative of the Company on the Boards of Directors of Affiliates or Subsidiaries and persons who can help improve the information provided to the Directors, may participate in Board meetings, provided that such persons do not participate in the decision-making part of the meeting. When deemed appropriate, the Chairman of the Board may authorize the remote participation of such persons, as provided for in item 46 of these Rules of Procedure. The Secretary shall record in the minutes of the meeting the entry and exit of the guests at each meeting.
- **24.** The Board may, at the request of its Chairman, require the presence, at its meetings, of the Independent Auditor or the Internal Audit, as well as one or more members of the Compliance Unit or any employee of the Company.

Chairman of the Board

- **25.** The Board shall have one (1) Chairman, who shall be elected from among the Board Members, by simple majority, at a meeting of the Board, as provided for in the Company's Bylaws.
- **25.1.** The positions of Chairman of the Board and Chief Executive Officer or chief executive of the Company may not be held by the same person.
- **26.** It is incumbent upon the Chairman of the Board, without prejudice to any other powers conferred on him by the Bylaws and current legislation to:

- a) convene the Shareholders' Meetings, when the Board decides to hold them, as well as install and chair them;
- b) convene, hold and chair the meetings of the Board, setting the agenda and directing the discussions and deliberations:
- c) comply with and enforce these Regulations;
- invite directors, employees, consultants, staff, and others deemed necessary and who can contribute to improving the information provided to Board members to attend Board meetings;
- e) request, directly or through the Secretary of the Board, the hiring of specialized assistance, at the expense of the Company, such as legal, accounting, technical, financial, commercial or other experts, to deal with matters relevant to the Company in general or to the Board in particular;
- f) ensure, by the Board, the effectiveness of the monitoring and evaluation system of the Company, the members of the Executive Board and the Board itself. The evaluations must be annual, informing the shareholders of the results;
- g) ensure, with the support of the Secretary of the Board, that the Directors receive, in advance, within seven (7) business days prior to the Board of Directors meeting, with documentation from advisory committees available when the committee is convened, complete and timely information on the items on the Board meeting agendas, as well as forwarding requests for clarification to the Chief Executive Officer;
- h) upon the guidance of the Board, organize, together with the Chief Executive Officer and the Secretary of the Board, the participation of new Directors in integration programs and training that allows them to contact the activities and obtain information about the business of the Company, its Subsidiaries and Affiliates, including those provided by entities specialized in the generation and dissemination of knowledge of best practices in corporate governance and related matters;
- i) encourage debate by ensuring the free decision-making of the Directors;

- j) promote the work of the Committees and ensure their effectiveness in the development of their functions and responsibilities, as well as that they have the necessary material and human resources;
- k) submit to the Board any proposals it deems appropriate for the proper functioning of the Company, in particular those corresponding to the functioning of the Board itself;
- present to the other Directors any proposals for updating the Regulations and the corporate governance and sustainability guidelines;
- m) contribute to the Company's institutional relations with the Federal Government, States,
 Municipalities, regulatory bodies or agents (such as the National Electric Energy Agency
 ANEEL and the Brazilian Securities and Exchange Commission CVM), and other public institutions;
- n) ensure that the Board inspects, evaluates and guides the Company's business, the members of the Executive Board and other managers of the Company; and
- o) receive the notifications forwarded to the Board.
- 27. It is incumbent upon the Chairman of the Board to grant leave to the Directors.

The Secretary of the Board of Directors

- **28.** The Secretary of the Board shall be proposed by the Chairman of the Board and elected by a simple majority of the Directors. The Secretary may or may not be a Director, and his office shall be of a permanent nature, effective until the Board decides, by a majority of its members, to replace him by another person.
- **29.** The duties of the Secretary are:
- centralize, in general, the Company's relations with the Directors with regard to the operation of the Board, in accordance with the instructions of its Chairman;
- (ii) prepare and forward the call notices for the meetings, containing the agenda, which will be prepared jointly with the Chairman of the Board;
- (iii) distribute documentation related to the meeting agenda to the Directors at least in advance of the meeting dates so that everyone can familiarize themselves with its

contents and interact productively in the analyses and deliberations, within the deadlines set forth in the Shareholders' Agreement and these Regulations, to the extent applicable;

- (iv) make the necessary administrative arrangements for the holding of meetings of the Board, including the convening of non-advisers, when their presence is requested by the Chairman;
- (v) collect the signatures of the Directors in the minutes of the meetings, whenever necessary, and may make use of electronic signatures;
- (vi) maintain virtual files with access by the Directors to all minutes and documents that substantiated the meetings or that result from them;
- (Vii) keep the minutes of Board meetings and the necessary public records, when applicable;
- (Viii) assist the Directors in their requests for data and information;
- (ix) monitor pending issues, presenting them to the Chairman and taking care of their reinclusion in the meeting agendas;
- (x) propose, draw up documents and support the implementation of the resulting measures to improve the functioning of the Board;
- (xi) may follow the meetings of the Committees, contributing to the writing of the records of the meetings and the forwarding of their recommendations;
- (Xii) monitor the preparation of documents to be sent to the Directors, covering all the topics on the agenda of the Board meetings;
- (Xiii) act as secretary for meetings of the Board;
- (xiv) draw up the minutes of the meetings of the Board, recording the essential points of the discussions and the deliberations;
- (XV) centralize and be responsible for the flow of receiving and sending communications and requesting information, of any nature, a) between the shareholders and the Board; b) between the Directors and the Chairman of the Board (and vice versa); and c) between the Executive Board and the Board, and the Secretary must act in accordance with the

instructions of the Chairman of the Board. In order to facilitate communication between the Directors and the Executive Board, questions and requests for information from the Directors must be sent through the Secretary of the Board and/or the Corporate Governance Management;

- (xvi) centralize the flow of receipt of requests from the Directors regarding information and documentation related to matters that should be known to the Board;
- (xvii) ensure proper coordination between the Board and the Committees, in particular with regard to the establishment of the necessary flows of information, and evaluate the convenience of the attendance of the representatives of the Committees requested by the Directors, due to the matters to be dealt with, the competences of the respective Committee and the identity of the person whose presence has been requested;
- (xviii) coordinate the provision, to the Executive Board of Finance and Investor Relations (in the exercise of its investor relations duties), of the information that must be made available on the Company's website in compliance with the obligations imposed by current legislation and regulations and by the rules of the Brazilian Institute of Corporate Governance's Code of Best Corporate Governance Practices, insofar as they do not conflict with the Bylaws;
- (xix) advise the Board on the development and updating of the Company's Governance and Sustainability System, in compliance with the provisions of the Bylaws;
- ensure the formal and material legality of the actions of the collegiate management bodies, considering, among others, the provisions issued by the regulatory bodies and, in this case, their recommendations, the law and the Company's Governance and Sustainability System; and
- (XXI) take note of the investigation of complaints received against the members of the Board of Directors, according to the duties defined in the Company's Code of Conduct for Managers, Professionals and Suppliers and in the Regulations of the Compliance Unit.
- **29.1.** In order to perform his/her duties, the Secretary may, whenever necessary, rely on the support of the Company's Corporate Governance Secretariat, which will centralize and be responsible for the necessary bureaucratic and procedural functions i.e., coordination of signatures and notarization of documents, when necessary, summoning of non-Board members to Board meetings, drafting of Board meeting minutes in the Company's books among other

matters that the Secretary deems relevant. In addition, the Secretary may, when and if necessary, have the support of the Company's Legal Board in the performance of his duties.

29.2. The compensation of the Secretary of the Board who is not a Director, member of the Company's corporate bodies or employee shall be approved by the Board, by a majority of its members.

Installation, Vacancy, Leave, and Replacement

- **30.** In order to be validly held, the meetings of the Board must have, on first call, a minimum quorum of the majority of the members in office, and of any number, on second call.
- **30.1.** In the event of absences or occasional impediments of any of the effective members, they will be replaced by their respective alternates, elected by the Shareholders' Meeting, if any. Board members must inform the Secretary of the Board and the Chairman in advance of their absence so that substitutes can be called in. There will be no replacement in the event of absences or occasional impediments of any of the other effective members for whom there is no indication of an alternate.
- **30.2.** The effective Director who has not occasionally participated in the meeting must be aware of the resolutions made.
- **31.** The Chairman of the Board shall be replaced, in the event of absence or incapacity, by his/her elected alternate. Nevertheless, the chairmanship of the Board shall be held by a Director elected from among the remaining members, by a simple majority of the other directors.
- 32. The vacancy of a Director's position will be due to resignation, dismissal, disability, loss of office, proven impediment, death or even as a result of other events provided for by Law or in the applicable regulations. In such cases, the alternate Director may replace the incumbent Director until the election of his alternate, or his alternate may be appointed by the Directors until the first subsequent Shareholders' Meeting, which shall be held in accordance with the terms of the Shareholders' Agreement filed at the Company's headquarters. In both cases, the substitute will only hold the position for the remainder of the replaced person's term of office.
- **33.** In the case of a request for resignation, said request must be delivered by letter or communication by electronic means addressed to the Chairman of the Board, and the respective Director must sign the waiver term to be drawn up in the Book of Minutes of Meetings of the Board of Directors.

CHAPTER V

POWERS OF THE BOARD OF DIRECTORS

- **34.** The duties of the Board, in addition to those established in the Brazilian Corporation Law and in the regulations in force, are provided for in Article 18 of the Company's Bylaws.
- **35.** The Board is also empowered to:
- i. Observing the assumptions contained in the Company's Shareholders' Agreement, define the members to be appointed by the Company to the Board of Directors of its Subsidiaries and Affiliates, as well as resolve on their dismissal (which, subsequently, must be the subject of deliberation by the corporate bodies of the respective Subsidiaries or Affiliates, as the case may be);
- ii. Elect the person responsible for Internal Audit and the members of the Compliance Unit, and must have the prior analysis and manifestation of the Compensation and Succession, Audit and Sustainability Committees, as applicable, in accordance with the provisions of their respective regulations and other standards of the Governance and Sustainability System.
- **36.** The Board shall: (i) establish the short-term and long-term performance goals of the Chief Executive Officer; (ii) establish or delegate to the Chief Executive Officer the definition of financial performance and non-financial goals for the other Officers, at the beginning of each fiscal year; (iii) annually carry out the formal evaluation of the Company's Chief Executive Officer; and (iv) annually carry out or delegate to the Chief Executive Officer the formal evaluation of the Company's other Executive Officers, which refers to both agreed goals and other subjective elements of evaluation.
- **37.** The Board shall ensure that the Company has a succession plan for the Chief Executive Officer and key managers.

CHAPTER VI BOARD MEETINGS

Ordinary and Extraordinary Meetings

38. The Board shall meet, ordinarily, 8 (eight) times a year and, extraordinarily, whenever called by the Chairman or, in his absence, by the Director elected to exercise the chairmanship

of the Board in his place, pursuant to item 31 of these Regulations, or even by 1/3 (one third) of the Directors, in a joint request.

- **39.** The dates and agendas of the ordinary meetings will obey the annual corporate calendar, which will be defined by the Chairman of the Board, with the support of the Secretary of the Board, after hearing the Executive Board.
- **40.** The Board shall approve the proposed annual calendar of ordinary meetings and the dates of the Shareholders' Meetings. The proposal will be presented by the Secretary of the Board of Directors until the last meeting of each fiscal year.
- **41.** Exceptionally, the Chief Executive Officer may request the convening of extraordinary meetings of the Board, substantiating its reasons, by means of a request sent to the Secretary of the Board, who will submit the request to the Chairman of the Board and, subsequently, inform its decision to the Chief Executive Officer.

Call for meeting

- 42. The meetings of the Board shall be called by any electronic means that allows the proof of said call in particular through the Board's website, as a fundamental tool for the effective exercise of the Board's functions -, sent to each Director by the Secretary of the Board, at least seven (7) business days in advance of the meeting, indicating the matters to be dealt with and the supporting documents that may be necessary for the matters of deliberation. The presence of all Directors shall permit meetings of the Board to be held regardless of call. Alternatively, the call and information may be sent to the email address provided by the Director to the Company upon acceptance of his position, and the Director must notify the Company of any change in his email. The Company will make available to the Directors technological and artificial intelligence tools that can contribute to the better exercise of their functions.
- **43.** Between the date of convening and the date of holding the meeting, the Secretary of the Board may send to the Directors such updates as may be necessary of the supporting material for the matters of resolution which have been sent to the Directors at the time of the convening.
- 44. As a matter of urgency, meetings may be called by the Chairman of the Board without observing the period provided for in item 42 above, provided that all Directors are unequivocally called.

Location of Meetings

45. Without prejudice to the provisions of these Regulations regarding the holding of meetings remotely, the meetings of the Board shall be held, preferably, in person, at the Company's headquarters, and may also be held in other locations.

Multiconference Systems - Meetings with the Use of Technology

46. By resolution of the Chairman of the Board, meetings will be admitted through multiconference systems or any other means that allow the recognition and identification of participants at a distance, the permanent communication between the participants, regardless of the place in which they are, as well as their manifestation and exercise of their vote, in any case in real time, adopting the procedures that ensure that the connections are made by fully guaranteeing the identity of the participants, the duty of confidentiality and the protection of the social interest in preserving access to the information that is transmitted and generated during the meeting, the resolutions that are produced in it, as well as the decisions and commitments that are adopted, and the Directors must observe the security and privacy protocols established by the Company. Participants, wherever they may be, shall be deemed to be participants in one and the same meeting. The meeting shall be deemed to be held at the registered office.

Written vote

47. Exceptionally, meetings may be held in which decisions are taken by written vote of the Board members. In this case, the Directors shall forward their votes, in writing, by electronic mail (email) or through the Director's website, to the Chairman of the Board, with a copy to the Secretary of the Board. Such votes shall be filed at the Company's headquarters and shall be valid for all legal purposes.

Representation by another Director

- **48.** On an extraordinary basis, the Director may be represented by one of his peers, upon presentation and delivery, to the Chairman of the Board, with a copy to the Secretary of the Board, for filing at the Company's headquarters, of the respective proxy instrument or voting guidance, containing specific powers for representation at the meeting in question.
- **49.** The specific power of attorney, as well as any voting guidance, when prepared in the form of a private instrument, do not require the recognition of signatures.

Agenda of the Meeting

- **50.** The Directors or the Chief Executive Officer, when they wish to include matters on the agendas of the meetings, shall submit such request to the Secretary of the Board, who shall submit the proposal to the Chairman of the Board and inform its decision to the Directors and the Chief Executive Officer, as applicable.
- **51.** Provided that they are submitted to the approval of the majority of the members of the Board, any items may be removed from the agenda of the meetings if they are not considered to be of an urgent nature, as well as those that are justified as a matter of urgency may be included.
- **52.** Before convening the meeting and sending the agenda to the Directors, the Secretary of the Board shall forward to the Chairman of the Board, in sufficient time, the proposal for the agenda of the meeting for approval. The agenda of the meeting will be divided between the subjects of deliberation and information.
- **53.** After approval of the agenda by the Chairman of the Board, the Secretary of the Board shall arrange for the convening of the meeting in accordance with the provisions of these Regulations and the Bylaws.
- **54.** Requests for the inclusion of extraordinary matters on the agenda, after approval by the Chairman of the Board, by the Directors or the Chief Executive Officer, shall be made through the Secretary of the Board of Directors, who shall submit the proposal to the Chairman of the Board and subsequently inform its decision to the Directors and the Chief Executive Officer, as the case may be.

Resolutions and Drawing up of Minutes

- **55.** The resolutions of the Board will be taken by a simple majority of votes of the members of the Board, observing the provisions of the Shareholders' Agreement and the Company's Bylaws, and drawn up in internal or public minutes, also considered those carried out by teleconference or videoconference.
- **56.** The minutes will be written by the Secretary of the Board with clarity and will record all decisions taken, any expressions of conflicts of interest and subsequent abstentions from votes, responsibilities and deadlines, and must be approved by the Directors present.
- 57. The minutes of the meeting shall be made available to the Directors, by the Secretary of the Board, within five (5) days after the meeting, by email or through the Director's website. From this date, the members of the Board will have a period of up to 2 (two) calendar days to

make their comments on their interventions, the non-manifestation in this period being understood as agreement with the proposed text.

- **58.** Minutes may be prepared in the form of a summary, whenever necessary, in compliance with the terms of article 33, item V, of CVM Resolution No. 80/22, containing exclusively the resolutions intended to produce effects before third parties.
- **59.** In the event that it is necessary to disclose the minutes drawn up in summary form before the Brazilian Securities and Exchange Commission (CVM), it will be up to the Secretary of the Board to approve the final wording of said minutes, in order to timely comply with the regulatory requirement.
- **60.** The minutes of the Board meeting containing resolutions intended to take effect before third parties shall be filed in the public register of commercial companies, as well as published and disclosed in accordance with the applicable legislation and regulations.
- **61.** Upon completion of the signatures, the minutes of the meeting will be made available on the Director's website.
- **62.** The adoption of an electronic signature system validly recognized by the competent Brazilian bodies will be allowed.
- **63.** The other minutes and specific items of a given Board meeting that contain strategic resolutions or that may jeopardize the legitimate interests of the Company will be filed at its headquarters as internal documents of the Board, of a confidential nature.

CHAPTER VII ADVISORY BODIES TO THE BOARD

- **64.** The Board, for its advice and better performance of its functions, may create auxiliary advisory committees ("Committees"), permanent or temporary, subject to the provisions of the Company's Bylaws, with any designation, and must define its objectives, competencies and composition. The Committees may adopt their own regulations approved by the Board.
- **65.** The composition, operating rules, the competence of the Committees and, when applicable, the compensation of the members of the Committees, will be defined by the Board in accordance with the provisions of the Bylaws and the Shareholders' Agreement, and reflected in its own regulations.

- **66.** The Board, for its advice, will have, at least, the following standing Committees, under the terms of the Company's Bylaws, whose guidelines and suggestions do not bind the votes of the Directors:
- (i) Compensation and Succession Committee;
- (ii) Audit Committee;
- (iii) Financial Committee;
- (iv) Related Party Committee; and
- (v) Sustainability Committee
- **67.** The attributions of the Committees shall be those established in their own bylaws, in addition to those defined by the Board.
- **68.** The Committees, permanent or temporary, will not replace the other Management bodies. Regardless of the technical content of their activities, it will not be up to the Committees to make decisions, but rather to raise and provide elements and recommendations for resolutions to be taken by the Board.
- **69.** The Committees shall study the matters within their competence and prepare the proposals and recommendations to the Board. The material necessary for the examination by the Board shall be made available together with the recommendation to vote, and the Director may request additional information, if deemed necessary. Only the Board may take decisions on matters within its competence or that are brought to its deliberation.
- **70.** The Committees may propose to the Board the hiring of external consulting services for greater effectiveness of their technical functions.
- **71.** The members of the Committees are subject to the same duties as the Director, as defined in the Law, in the applicable regulations, in the Bylaws and in these Regulations.
- **72.** The Committees shall prepare minutes of their meetings, submitting them to the Board.
- **73.** The Board may establish "Committees and/or Working Groups" in order to advise it on specific issues that are not within the competence of the Committees.

CHAPTER VIII

COMPENSATION OF DIRECTORS

- **74.** The overall compensation of the Board shall be approved by the Shareholders' Meeting, and shall be paid monthly in a fixed amount to each Director, and no additional compensation shall be provided for when more than one meeting per month is held/attended. By means of a specific waiver, the Directors may waive their compensation.
- **74.1.** As provided in this item 74, the compensation of the Board shall be paid monthly in a fixed amount to each Director, including in the months in which no meeting of the Board is held.
- **75.** The expenses necessary for the performance of the Board's activities are provided for in the budget designated by the Company for the Corporate Governance and Sustainability area and should be sufficient and enough for its proper functioning.
- **76.** The call and the presence of the alternate Director at the Board meeting, due to the absence of the holder, will imply that the alternate Director is entitled to 50% (fifty percent) of the monthly compensation of the incumbent Director. The remaining 50% (fifty percent) will be attributed to the titular Director, except in case of waiver of said remuneration, pursuant to item 74 above.
- **77.** The Directors who participate in Committees and/or other advisory bodies shall be entitled to the corresponding compensation, as established by the Board.

CHAPTER IX

GENERAL PROVISIONS

- **78.** The Directors, the Executive Officers, the Secretary of the Board and the Corporate Governance Management have the obligation, as appropriate, to know and comply with these Regulations.
- **79.** Any doubt, omission or discrepancy in the interpretation of these Regulations shall be resolved at a meeting of the Board, by a majority of its members, subject to the guidelines and principles contained in the Company's Bylaws and Shareholders' Agreement.

CHAPTER X DISCLOSURE

80. The Secretary of the Board shall distribute to all members of the Board of Directors and Executive Board of the Company a copy of these Regulations, including when changes occur.

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