



**ANNEX II TO THE MINUTES OF THE EXTRAORDINARY GENERAL MEETING
HELD ON MAY 18, 2026**

NEOENERGIA S.A.

Publicly-Held Company
CNPJ/MF no. 01.083.200/0001-18
NIRE 33.300.266.003

BYLAWS

PREAMBLE

These Bylaws of Neoenergia S.A. (the "Company"), approved in accordance with the applicable regulations, determine the bases for the configuration of the Company as a subholding company in Brazil belonging to a group of companies, of which Iberdrola S.A. is its publicly traded holding company (the "Iberdrola Group" or "Group"), and whose decentralized corporate structure guarantees a clear segregation of functions and responsibilities, based on a business model aimed at maximizing the value of the business as a whole.

On these bases, the Company is consubstantiated as a publicly-held subholding company in Brazil, assuming the function of reinforcing or complementing the organization, coordination and general strategic supervision defined by Iberdrola, S.A. as a holding company of the Group, in relation to the companies that the Company directly or indirectly controls ("Subsidiaries" and the "Neoenergia Group"), in accordance with the applicable regulations and respecting the necessary corporate autonomy of the Subsidiaries with regard to the ordinary administration and effective management of the businesses that constitute their corporate objects and the consequent responsibility for their ordinary control.

The Company's Bylaws constitute the basis on which the Company's Governance and Sustainability System is built and based, that is, its own internal regulations, developed in accordance with its statutory autonomy to ensure compliance with and implementation of the Iberdrola Group's Purpose and Values and the Iberdrola Group's Ethical and Basic Principles of Governance and Sustainability, as well as the creation of long-term



sustainable value, also sharing with all Group companies the concept of social dividend as the direct, indirect or induced contribution of value that their activities represent to their Interest Groups.

CHAPTER I GENERAL PROVISIONS

SECTION I NAME, HEADQUARTERS, CORPORATE PURPOSE AND TERM OF DURATION

Article 1 - NEOENERGIA S.A. is a corporation governed by these Bylaws and by the legal provisions applicable to it, as well as by its Governance and Sustainability System established by the management bodies in the exercise of corporate autonomy.

Article 2 - The Company has its headquarters and venue in the city of Rio de Janeiro, State of Rio de Janeiro, at Praia do Flamengo, 78, 3rd floor, and may, for the best performance of its activities, create branches, branch offices, agencies, representative offices or any other type of related establishment in the country or abroad.

Article 3 - The Company's corporate purpose is to participate in other companies, as a minority or controlling partner, whatever the respective corporate purpose; intermediation and business advice, in the country or abroad; import of goods and services; conducting studies and commercial, industrial and service projects, as well as their implementation.

Article 4 - The duration of the Company is indefinite.

SECTION II THE COMPANY IN THE GROUP, SOCIAL INTEREST, SOCIAL DIVIDEND AND GOVERNANCE AND SUSTAINABILITY SYSTEM

Article 5 - The Company is part of the decentralized corporate structure of the multinational group of companies whose controlling holding company, in the sense established by law, is Iberdrola S.A. In this sense, the Company, as a subholding company in Brazil, has the function of complementing, in relation to the Subsidiaries, the supervision, organization and strategic coordination, disseminating, implementing and

ensuring the implementation of the policies, strategies and general guidelines established for its territory by its own management bodies, in accordance with the characteristics and particularities of the Brazilian territory and the businesses developed therein, contributing to global integration within the Group, without prejudice to the full independence of action of the Board of Directors and the Executive Board in the exercise of their legal and statutory powers.

Paragraph 1 - It shall be incumbent upon the Company to implement, within its scope of action in Brazil, the content of the Group's general policies, strategies and guidelines, driving forward and supervising their implementation, always respecting the necessary corporate autonomy of the Subsidiaries with regard to the ordinary administration and effective management of their business, in accordance with the applicable regulations.

Paragraph 2 - The Company and its Subsidiaries have their own governance and sustainability systems, approved within the scope of the performance of their responsibilities and in the exercise of their powers. Such systems constitute its internal regulation, together with the respective compliance systems, having the appropriate material and human resources to fulfill the functions assigned by its respective governance and sustainability system and its compliance system.

Article 6 - The Company shares with Iberdrola S.A. the concept of social interest understood as the common interest of all shareholders in an independent business company, with its own and differentiated statutory identity, aimed at creating comprehensive (economic, environmental, social and governance) and sustainable value through the development of the activities included in its corporate purpose, taking into account the other Interest Groups related to its business activity and in a manner consistent with its institutional standing, in accordance with the Purpose and Values of the Iberdrola Group and the Ethical and Basic Principles of Governance and Sustainability of the Iberdrola Group.

Article 7 - The development of the activities included in the corporate purpose must be aimed at creating sustainable value, in accordance with the Purpose and Values of the Iberdrola Group and with the Ethical and Basic Principles of Governance and Sustainability of the Iberdrola Group.

Paragraph 1 - The Company, as a subholding of the Group in Brazil, recognizes and seeks to obtain the social dividend, which consists of the direct, indirect or induced

contribution of value that its activities represent to all its Interest Groups within the scope of the sustainable development strategy.

Paragraph 2 - In this sense, the Company may collaborate with the Neoenergia Institute in the promotion and execution of activities related to sustainable development policies in Brazil.

Paragraph 3 - The Company's performance in the social, environmental and sustainability spheres, as well as the social dividend generated and shared with its Interest Groups, make up the Company's non-financial information. Within the scope of its activities, the Company will promote the public disclosure of its non-financial information and the social dividend generated, especially among Interest Groups.

Article 8 - The Company shall be governed by the legal provisions relating to corporations and applicable regulations in force, as well as by its Governance and Sustainability System approved by its management bodies in the exercise of corporate autonomy.

Paragraph 1 - The Governance and Sustainability System constitutes the Company's internal regulatory framework, established in accordance with the legislation in force, in the exercise of the Company's corporate autonomy. It establishes rules, principles and guidelines that guide the regulatory developments that, as the case may be, are approved by its Subsidiaries in the exercise of their respective statutory autonomy, and normatively aims to ensure, in particular, the fulfillment of the Purpose and Values of the Iberdrola Group and the Company's corporate purpose, as well as the achievement of the social interest and the promotion of the social dividend, within the overarching framework of sustainability.

Paragraph 2 - The Company's Governance and Sustainability System comprises these Bylaws and the regulations, policies and other internal rules that, within the scope of its corporate autonomy, are approved by the Company's management bodies, as well as by the rules that govern the corporate and governance structure of the Group, thus ensuring adequate coordination and coherence with the Governance and Sustainability System of Iberdrola S.A.

Paragraph 3 - The Purpose and Values of the Iberdrola Group constitute the corporate ideology that shapes the orientation and organization of the Group's companies, guides

its strategy and governs its activities in the economic context in which they are developed, taking into account aspects related to transparency and good governance, human and social capital, natural capital and compliance, and also taking into account the sustainable value chain.

Paragraph 4 - It is incumbent upon the General Meeting and the Board of Directors of the Company, in their respective areas of competence, to configure, develop, apply and interpret the rules that form part of the Company's Governance and Sustainability System to ensure at all times the fulfillment of its purposes and, in particular, the achievement of the social interest.

Paragraph 5 - The content of the rules and regulations that make up the Company's Governance and Sustainability System, in a complete or summarized version, can be consulted on its corporate website.

Paragraph 6 - Within the scope of the Governance and Sustainability System, the Company has a Compliance System, composed of a structured set of rules, procedures and actions aimed at preventing and managing the risk of non-compliance with regulatory or ethical requirements, or with the Governance and Sustainability System itself.

Paragraph 7 - The implementation and development of the Company's Compliance function and Compliance System are the responsibility of the Compliance Unit, an autonomous and collegiate body, constituted in accordance with the highest standards of independence and transparency and linked to the Audit and Compliance Committee.

Article 9 - The Company seeks the involvement of all Interest Groups in its activities, in accordance with a relationship policy based on the principles of transparency and active listening that allows it to continue responding to their legitimate interests, it being incumbent upon the Company to effectively disclose information about its activities.

CHAPTER II CAPITAL STOCK AND SHARES

Article 10 - The Company's capital stock is R\$21,621,460,671.55 (twenty-one billion, six hundred and twenty-one million, four hundred and sixty thousand, six hundred and seventy-one reais and fifty-five centavos), fully subscribed and paid in, divided into



1,215,410,788 (one billion, two hundred and fifteen million, four hundred and ten thousand, seven hundred and eighty-eight) common shares, all registered, book-entry and without par value.

Article 11 - Up to the limit of the authorized capital, when provided for in these Bylaws, the capital stock may be increased by resolution of the Board of Directors and, above this limit, by resolution of the General Meeting.

Paragraph 1 - The Board of Directors shall establish the conditions for the issuance and subscription of the Company's shares, including price, form and term of payment, form of placement (public or private) and its distribution in the country and/or abroad, up to the limit of the authorized capital, when provided for in these Bylaws.

Paragraph 2 - The Board of Directors may authorize, pursuant to article 172 of Law No. 6.404, of December 15, 1976, as amended ("Law No. 6.404/76"), the issuance of shares, debentures convertible into shares or subscription warrants, the placement of which is made by sale on the stock exchange or by public subscription, or by exchange for shares in a public offer to acquire control, under the terms established by law, within the limit of the authorized capital, without preemptive right or with reduction of the term referred to in article 171, paragraph 4 of Law No. 6.404/76.

Article 12 - The capital stock is represented exclusively by common shares and each common share is assigned one vote in the resolutions of the General Meetings.

Article 13 - The Company's shares are book-entry, held in deposit accounts in the name of their holders before a financial institution authorized by the Brazilian Securities and Exchange Commission (the "CVM").

Sole Paragraph - Subject to the maximum limits set by the CVM, the cost of transfer and registration, as well as the cost of the service related to book-entry shares may be charged directly to the shareholder by the depository institution, as defined in a share bookkeeping agreement.

Article 14 - The non-payment, by the subscriber, of the subscribed amount, under the conditions provided for in the bulletin or in the call required by the management body, shall constitute, by operation of law, the defaulting remitting shareholder, in accordance with articles 106 and 107 of Law no. 6.404/76, subject to the payment of the amount in

arrears monetarily restated in accordance with the variation of the General Market Price Index (IGP-M), disclosed by Fundação Getúlio Vargas (FGV), or its substitute, in the shortest period legally admitted, in addition to interest of 12% (twelve percent) per year, pro rata temporis and a fine corresponding to 10% (ten percent) of the amount of the overdue installment, duly updated.

CHAPTER III GENERAL MEETING

Article 15 – The conditions for holding the General Meeting, the manner of its convening and operation, the necessary number of shareholders present, the manner of its resolutions and its preliminary acts are those prescribed by law and these Bylaws.

Sole Paragraph – All documents to be analyzed or discussed at the General Meeting will be made available to shareholders at the Company's headquarters, from the date of publication of the first call notice, without prejudice to its disclosure through the CVM website on the world wide web.

Article 16 - The resolutions of the General Meeting shall be taken by a simple majority of votes of the shareholders present at the meeting, subject to the provisions of Law no. 6.404/76.

Article 17 - The General Meeting of shareholders, called by the Chairman of the Board of Directors, shall meet, ordinarily, within the first four months of each year after the end of the fiscal year and, extraordinarily, whenever necessary.

Article 18 - The Annual or Extraordinary General Meeting shall be installed and chaired by the Chairman of the Board of Directors. In the event of the absence of the Chairman of the Board of Directors, the Chairman of the General Meeting shall be chosen by a majority of the votes of the shareholders present. It shall be served as secretary by the Secretary of the Board of Directors, or, in the event of his absence, by a person invited by the Chairman of the Meeting.

CHAPTER IV MANAGEMENT

Article 19 - The Company's management shall be incumbent upon the Board of Directors and the Executive Board, in accordance with the law and as provided for in these Bylaws.

Paragraph 1 - The investiture of the administrators and members of the Fiscal Council, effective and alternate, is subject to the signing of an instrument of investiture in the Book of Minutes of the Meetings of the Board of Directors, the Executive Board or the Fiscal Council, as the case may be, as well as compliance with the applicable legal requirements, and any management guarantee is waived.

Paragraph 2 - The term of office of the Directors and Executive Officers shall extend until the investiture of the respective successors.

Paragraph 3 - The General Meeting shall establish the global amount of the remuneration of the Board of Directors and the Executive Board and the participation in the Company's profit, observing, in this case, the global limits. The Board of Directors shall distribute the remuneration fixed between its members and the Executive Board.

Paragraph 4 - The Company's administrators shall adhere to the Governance and Sustainability System.

SECTION I GENERAL PRINCIPLES OF ACTION

Article 20 - The Board of Directors and the Executive Board develop their functions and competencies with unity of purpose, and in a convergent manner for the benefit of the Company, with independence of criterion and fidelity to the corporate interest, in accordance with the Purpose and Values of the Iberdrola Group and with the Ethical and Basic Principles of Governance and Sustainability of the Iberdrola Group, observing in their actions the provisions of the current legislation, in the Company's Governance and Sustainability System and, particularly in relation to the Board of Directors, in the rules of internal organization of operation that the Board of Directors establishes due to its self-organization faculty.

SECTION II THE BOARD OF DIRECTORS

Article 21 - It is incumbent upon the Company's Board of Directors as a subholding company of the Group in Brazil:

1. Define and monitor, within the scope of its autonomy, the Company's strategies and guidelines, and may take into account the general guidelines established within the scope of the Group, taking into consideration, in this regard, the characteristics and particularities of the activities developed in Brazil by the Company, performing effective monitoring and strategic control of its business.
2. Approve the definition and any changes to the Company's business plans and strategic guidelines;
3. Approve the Company's annual budget, taking into account its budget forecasts and in accordance with the Group's budget bases.
4. Approve, after a report from the Audit and Compliance Committee, the financial information related to the Company, reviewed by the auditor.
5. Approve, in accordance with the provisions of these Bylaws and after a report from the Audit and Compliance Committee, the Company's non-financial information, which will be included in the Group's consolidated statement of non-financial information.
6. Resolve on the payment of interest on shareholders' equity and distribution of interim dividends and propose to the General Meeting the allocation of net profits for the year, subject to the legal limits and the applicable Governance and Sustainability System.
7. Promote and supervise, as a subholding of the Group in Brazil, the strategy regarding relations with its respective Interest Groups, in accordance with the policy and model established in this regard within the scope of the Group, approving, where appropriate, collaboration structures with the Neoenergia Institute or other similar entities to promote and execute the activities carried out in relation to the sustainable development policies of its field of activity.
8. Ensure that the Company complies with the regulations on the protection of personal data in accordance with the policies established in this regard in the Governance and Sustainability System.

9. Establish the necessary information mechanisms for strategic coordination at the Group level, without prejudice to the autonomy of the Company and the Subsidiaries and the fiduciary duties imposed by law on their administrators.
10. Approve the execution of contracts related to the provision by the Company of common services to the Subsidiaries, in accordance with the applicable legislation and, in particular, with the regulations on the separation of regulated activities.
11. Approve the policies and other standards that are part of the Company's Governance and Sustainability System;

Article 22 - It is also incumbent upon the Board of Directors:

1. Establish the general orientation of the business of the Company, its branches, subsidiaries, agencies, representative offices or any other type of related establishment in the country and abroad;
2. Authorize the installation and extinction of subsidiaries, branches, agencies, representative offices, or any other type of related establishment in the country and abroad;
3. Resolve on the convening of General Meetings and express an opinion on any matter to be submitted to the General Meeting;
4. Resolve on the cases omitted in these Bylaws and propose to the General Meeting amendments to these Bylaws;
5. Authorize the change in the accounting methods and accounting practices of the Company and its Subsidiaries, except when such changes result from law;
6. Select and/or dismiss, always from among firms of internationally recognized capacity, the Company's external auditors, such hiring being mandatory for the Company;
7. Express an opinion on the Management report and the accounts of the Executive Board;

8. Elect and dismiss the Company's Officers and establish their duties and, to the extent necessary, define the Officer who, cumulatively with the duties of his position, will also assume the function of conducting the Company's relationship with investors, being responsible for providing information to the investing public and CVM;
9. Supervise the management of the Officers, examine, at any time, the books and papers of the Company, request information on contracts entered into or about to be entered into, and any other acts;
10. Establish the Company's general personnel policy and the criteria related to the remuneration, rights and advantages of employees, establishing the respective expenses;
11. Establish criteria and standards for loans, financing and contracts in general;
12. Authorize the negotiation, execution or amendment of a contract of any kind or value between the Company and its shareholders, directly or through interposed companies or companies in which they participate, directly or indirectly;
13. Resolve on the entry into new businesses or segments of activity that are not contemplated in the Company's corporate purpose or that change the Company's risk profile, as well as corporate operations and reorganizations, including acquisition, sale or exchange of equity interests, merger, incorporation, spin-off, incorporation of shares, constitution of joint ventures, consortia or holding company, in any case, involving the Company and/or its Subsidiaries, and whose total value, per operation or set of related operations, exceeds the amount of R\$1,000,000,000.00 (one billion reais), or, regardless of the value, if they have no relationship with the electricity sector;
14. Approve investments or divestments in amounts greater than R\$1,000,000,000.00 (one billion reais), as well as investments that have no relation to the electricity sector, regardless of the value;
15. Approve the contracting of loans, financing or any other financial operations of the Company, including derivatives and the issuance of promissory notes for public

distribution, as well as the granting of loans by the Company in favor of its Subsidiaries, in amounts greater than R\$500,000,000.00 (five hundred million reais);

16. Propose or resolve on the issuance of any bond and security authorized by law and authorize the issuance of simple debentures, not convertible into shares and without collateral, debentures convertible into shares, provided that within the authorized capital limit, if any, and promissory notes for public distribution, with an amount above R\$500,000,000.00 (five hundred million reais);
17. Approve the provision of guarantees by the Company in favor of its Subsidiaries, (a) with a value greater than R\$1,000,000,000.00 (one billion reais), for loans, financing, debentures or any other financial operations, including letters of guarantee, guarantee insurance and derivatives or (b) with a value greater than R\$100,000,000.00 (one hundred million reais) for other operations; as well as the provision of guarantees in favor of other third parties related to obligations with values greater than R\$2,000,000.00 (two million reais);
18. Authorize the acquisition of assets, of any nature, or incursion into expenses not foreseen in the budget, in an amount greater than R\$100,000,000.00 (one hundred million reais);
19. Approve the acquisition of assets or rights to be recorded in non-current assets in an amount equal to or greater than R\$100,000,000.00 (one hundred million reais) or disposal, assignment or encumbrance of assets or rights of non-current assets in an amount equal to or greater than R\$100,000,000.00 (one hundred million reais);
20. Resolve on (a) the increase in the Company's capital stock and issuance of subscription warrants, through public or private subscription, up to the limit of the authorized capital, if any, establishing the conditions of issue, the price and the term of payment, when applicable, as well as the reduction or exclusion of the preemptive right, pursuant to article 11, Paragraph 2, of these Bylaws, (b) capital increase or reduction, alteration of the authorized capital limit, creation, issuance or granting of shares or subscription rights, or even the granting of options or subscription rights or conversion of any instrument into shares, issuance of subscription warrants or beneficiary parties, groupings or splits of shares of its



Subsidiaries; and (c) change of registration category of the Company or its Subsidiaries before the Securities and Exchange Commission;

21. Approve the waiver of the Company's rights and the constitution of real encumbrances on assets; and
22. Resolve on the acquisition of its own shares.

Article 23 - The Board of Directors is composed of at least 5 (five) and at most 15 (fifteen) members, who may have their respective alternates, all elected and dismissible by the General Meeting, with a unified term of office of up to 3 (three) years, reelection being allowed. The General Meeting shall determine the number of members within the minimum and maximum. The Chairman of the Board of Directors shall be chosen from among the directors, by a simple majority at a meeting of the Board of Directors. Likewise, the Secretary of the Board, who may or may not be a director, will be appointed.

Paragraph 1 - In cases of vacancy of the members of the Board of Directors, the alternate director may replace the incumbent director until the election of his substitute, or his substitute may be appointed by the directors until the first subsequent General Meeting. In both cases, the substitute will only hold the position for the remainder of the replaced person's term of office.

Paragraph 2 - The Chairman of the Board of Directors shall be replaced in his absences and impediments by his elected alternate. Nevertheless, the chairmanship of the Board of Directors shall be exercised by a Director elected by the remaining members, by simple majority.

Paragraph 3 - The positions of Chairman of the Board of Directors and Chief Executive Officer or principal executive officer of the Company may not be accumulated by the same person.

Article 24 - It is incumbent upon the Chairman of the Board of Directors, in addition to his duties as a director and those provided for in the Internal Regulations of the Board of Directors, the following:

- I - Call the General Meetings, when the Board of Directors decides to hold them, as well as to install and preside over them;
- II - Communicate to the Executive Board and the General Meeting, when applicable, the resolutions taken by the Board of Directors; and
- III - Receive the notifications sent to the Board of Directors.

Article 25 - The Board of Directors shall meet as often as the Chairman of the Board of Directors deems appropriate, and at least five (5) times a year. The calendar of ordinary meetings will be defined by the Board of Directors itself before the beginning of each fiscal year, and may be modified by agreement of the Board of Directors itself, by decision of its Chairman or by 1/3 (one third) of the Directors, in a joint request.

Paragraph 1 - The meetings shall be called by electronic mail or by any other electronic means that allows the proof of said call. The call notice will be sent with the prior notice necessary for the Directors to receive it no later than the third (3rd) day prior to the date of the meeting, except in the case of meetings that, due to the content of the topics to be discussed, must be called urgently. The call must always include, except for justified reasons, the agenda of the meeting and be accompanied, where appropriate, by the information deemed necessary.

Paragraph 2 - Regardless of the formalities prescribed in the previous paragraph, the meeting attended by all Directors shall be considered regular.

Paragraph 3 - The Board of Directors, at the discretion of its Chairman, may meet by multi-conference systems or any other systems that allow, in real time, the recognition and identification of participants at a distance, permanent communication between them, regardless of where they are, their manifestation and the exercise of their vote. Procedures will be adopted to ensure the full guarantee of the identity of the participants, the duty of secrecy and the protection of the corporate interest, in order to preserve access to the information transmitted and generated during the meeting, preserve the deliberations produced and the commitments adopted. To this end, the Directors must observe the security and privacy protocols established by the Company. The participants, wherever they may be, shall be deemed, for all purposes relating to the Board of Directors, to be participants in one and the same meeting, which shall be deemed to be held at the registered office.



Paragraph 4 - The quorum for the installation of the meetings of the Board of Directors shall be that of the majority of its members. The resolutions must be taken by a simple majority of votes of the members present at the meeting, and the anticipation of voting and remote participation are allowed, under the terms of the Internal Regulations of the Board of Directors.

Paragraph 5 - The resolutions of the Board of Directors shall be recorded in the book of "Minutes of the Meetings of the Board of Directors".

Paragraph 6 - The Internal Regulations of the Board of Directors shall contain all necessary provisions regarding the rules of composition and operation of the Board of Directors.

SECTION III AUXILIARY ADVISORY BODIES

Article 26 – The Board of Directors may create as many auxiliary advisory bodies as it deems necessary, with the functions of consulting, advising and preparing reports or proposals required by the Board of Directors itself (the "Advisory Bodies").

Paragraph 1 – The Board of Directors shall be advised in its activities, at least, by the following Advisory Bodies, with permanent operation, pursuant to article 160 of Law no. 6.404/76: the Audit and Compliance Committee and the Executive Committee.

Paragraph 2 – The composition and rules of operation, powers and, when applicable, remuneration of the Advisory Bodies, respecting the provisions of these Bylaws, will be defined by the Company's Board of Directors, in the Board's internal regulations or in the internal regulations of the Advisory Bodies, if approved.

Paragraph 3 - The matters analyzed by each of the Advisory Bodies will be the subject of reports and proposals, which will not bind the resolutions of the Company's Board of Directors.

SECTION IV EXECUTIVE BOARD



Article 27 - The Executive Board is the executive body of the administration. The Executive Board shall be composed of at least five (5) and a maximum of twelve (12) members, one Chief Executive Officer and the other Officers without specific designation. The duties of the Officers shall be determined by the Board of Directors, subject to the provisions of these Bylaws.

Paragraph 1 - The members of the Executive Board shall be elected by the Board of Directors, with a term of office of three (3) years, and may be re-elected.

Paragraph 2 - In their absences or temporary impediments, the Officers will be replaced according to the indication of the Executive Board. The Chief Executive Officer shall be replaced in his absence by the Deputy Chief Executive Officer, if any, and in the absence of both, by another Officer to be designated by the other members of the Executive Board, subject to the provisions of Article 28, Sole Paragraph.

Paragraph 3 - In the event of a vacancy in the position of Chief Executive Officer, the Board of Directors shall be immediately called to elect a substitute. In case of vacancy of any other officer, the body will continue to operate with the other Officers, and the Board of Directors must be called to elect the substitute.

Paragraph 4 - The Officers, within their respective attributions, will have broad powers of administration and management of the corporate business to practice all acts and carry out all operations related to the corporate purpose, except in the cases provided for in these Bylaws, of operations that can only be carried out upon prior resolution of the Board of Directors or the Executive Board, subject to the conditions provided for in Article 29 of these Bylaws, subject to the prohibition of the constitution of any kind of guarantee to the Company by its Officers.

Article 28 - The Executive Board shall meet whenever the interests of the Company so require, convened by any Officer.

Sole Paragraph - The resolutions will be taken by a simple majority of votes of the Officers present at the meeting of the Executive Board and recorded in the book of "Minutes of the Meetings of the Executive Board".

Article 29 - The active and passive representation of the Company shall be exercised by the Officers.

Paragraph 1 - The Company may only assume obligations upon the signature of two Officers; or one Officer and one attorney-in-fact; or two attorneys-in-fact.

Paragraph 2 - Exceptionally, the Company may be represented by a single Officer or a single attorney-in-fact in the cases of:

I - endorsement of securities for the purpose of collection or deposit, on behalf of the Company, in financial institutions;

II - judicial or administrative representation of the Company;

III - acts of administration before federal, state, municipal public agencies, autarchies or other government entities;

IV - operational and administrative routine acts before financial and/or private institutions; and

V - acts that do not involve the assumption of obligations or the waiver of rights.

Paragraph 3 – The Company's powers of attorney shall be signed by two (2) Officers and shall be precise as to the delegated powers. The term of office may not exceed one (1) year, except for: (i) powers of attorney granted to financial institutions within the scope of long-term financing of the Company and its Subsidiaries and affiliates, when it appears as guarantor, which may have validity compatible with the contracted operations; and (ii) ad judicia et extra powers of attorney, granted to lawyers who will represent the Company in administrative and judicial proceedings.

Article 30 - It is incumbent upon the Executive Board, as a collegiate body:

1. propose the Company's annual budget;
2. give an opinion on the documents mentioned in Article 31, item I, item (j), of these Bylaws;

3. propose the installation and extinction of subsidiaries, branches, agencies, representative offices or any other type of related establishment in the country or abroad;
4. decide on matters submitted to it by the Officers;
5. comply with and enforce the policy and general guidance of the Company's business established by the Board of Directors;
6. authorize the acquisition, sale, disposal and encumbrance of movable and immovable property, except for securities, and may establish and delegate powers, without prejudice to the specific competence of the Board of Directors provided for in item 19 of Article 22 of these Bylaws and the provisions of item 12 below;
7. authorize the execution of agreements, contracts and covenants that constitute encumbrances, obligations or commitments for the Company, and may establish rules and delegate powers;
8. approve the contracting of loans, financing or any other financial operations of the Company, including derivatives and the issuance of promissory notes for public distribution, as well as the granting of loans by the Company in favor of its Subsidiaries, in amounts up to R\$500,000,000.00 (five hundred million reais);
9. prepare, in each year, the management reports, the financial statements and the proposal on the allocation of the Company's profits to be submitted to the Board of Directors and the General Meeting;
10. approve the acquisition of assets or rights to be recorded in non-current assets in an amount less than R\$100,000,000.00 (one hundred million reais), or disposal, assignment or encumbrance of assets or rights of non-current assets in an amount less than R\$100,000,000.00 (one hundred million reais);
11. approve the provision of guarantees by the Company in favor of its Subsidiaries, (a) with a value of up to R\$1,000,000,000.00 (one billion reais), for loans, financing, debentures or any other financial operations, including letters of guarantee, guarantee insurance and derivatives, or (b) with a value of up to R\$100,000,000.00 (one hundred million reais) for other operations; as well as the provision of

guarantees in favor of other third parties related to obligations with a value of up to R\$2,000,000.00 (two million reais);

12. resolve on the entry into new businesses or segments of activity that are not included in the Company's corporate purpose or that change the Company's risk profile, as well as corporate operations and reorganizations, including acquisition, sale or exchange of equity interests, merger, incorporation, spin-off, incorporation of shares, constitution of joint ventures, consortia or holding company, in any case, involving the Company and/or its Subsidiaries, whose total value, per operation or set of related operations, is up to R\$1,000,000,000.00 (one billion reais) and provided that they are related to the electricity sector; and
13. approve related investments or divestments in amounts of up to R\$1,000,000,000.00 (one billion reais), provided that they are related to the electricity sector.

Article 31 – It is incumbent upon the Chief Executive Officer:

- a. to exercise the executive direction of the Company, in order to coordinate and guide the activities of the Officers, ensuring that the resolutions and guidelines established by the General Meeting and the Board of Directors are faithfully complied with;
- b. call and preside over the meetings of the Executive Board;
- c. keep the Board of Directors informed of the Company's activities;
- d. represent the Company in or out of court, before the investees and/or Subsidiaries, the shareholders, the constituted powers and the general public;
- e. supervise the preparation of the Company's annual budget and submit its proposal to the Board of Directors;
- f. encourage the application of the corporate policies and general management guidelines of the Neoenergia Group, within the scope of the Company's operations, in accordance with the guidelines established by the Board of Directors;

- g. apply the strategy and policies approved by the Board of Directors, within the scope of its operations and in accordance with the general management guidelines of the Neoenergia Group;
- h. ensure that Subsidiaries and, to the extent applicable, affiliates take note of recommendations on technological and operational practices and, in turn, implement and develop the innovation and digital transformation strategy to promote synergies that contribute to the maximization of the joint value of business, in particular by boosting the innovation and digital transformation strategy;
- i. supervise the activities of the areas that are directly subordinate to it;
- j. prepare, together with the other Officers, the annual report of the Company, the proposal of the Executive Board on the allocation of net profits for the year as well as the financial statements, after completing the formalities provided for in these Bylaws, and submit this matter to the Board of Directors;
- k. publish the annual report of the Company; and
- l. establish the necessary institutional relations within the scope of the Company's activities.

Article 32 - It is incumbent upon each Officer to coordinate, plan and execute the Company's activities, with a view to carrying out its corporate purpose, in its area of operation.

CHAPTER V THE FISCAL COUNCIL

Article 33 - The Fiscal Council shall operate on a non-permanent basis, being installed by the General Meeting at the request of shareholders pursuant to Law No. 6.404/76.

Sole Paragraph - When installed, the Fiscal Council will be composed of 3 (three) to 5 (five) effective members and an equal number of alternates, all elected by the General Meeting for a term of office to be exercised until the Annual General Meeting following that of their election, reelection being allowed.

Article 34 - The Fiscal Council is responsible for exercising the duties provided for in the legislation in force.

CHAPTER VI

FISCAL YEAR, FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFITS

Article 35 - The fiscal year ends on December 31 of each year, when the financial statements will be prepared.

Article 36 - Subject to the provisions of articles 189 and 190 of Law No. 6.404/76, a portion of the income for the year shall be set aside for attribution to the administrators, as participation in social profits.

Sole Paragraph - The General Meeting shall approve the amount of participation and the form of apportionment between the members of the Board of Directors and the Executive Board.

Article 37 – Together with the financial statements for the year, the Board of Directors shall submit to the Annual General Meeting a proposal on the allocation of net income for the year that remains after the following deductions, made in this order:

I – 5% (five percent) for the formation of the legal reserve, which will not exceed 20% (twenty percent) of the capital stock;

II – amount destined to the formation of reserves for contingencies, and reversal of reserves formed in previous years; and

III – 25% (twenty-five percent) for payment of the minimum mandatory dividends to the shareholders.

Sole Paragraph – Whenever the amount of the minimum mandatory dividends exceeds the realized portion of the net income for the year, the Management may propose, and the General Meeting approves, to allocate the excess to the constitution of an unrealized profit reserve.

Article 38 - Shareholders are entitled to receive mandatory dividends of at least 25% (twenty-five percent) of the net income for the year, adjusted as provided for in the previous article, pursuant to article 202 of Law no. 6.404/76.

Article 39 – The amount of interest paid or credited as interest on shareholders' equity, pursuant to article 9, Paragraph 7 of Law no. 9.249/95 and the relevant legislation and regulations, may be attributed to mandatory dividends, such amount being part of the amount of dividends distributed by the Company for all legal purposes.

Sole Paragraph – By resolution of the Board of Directors, interim dividends may be declared to the profit account determined in the semi-annual balance sheet or in the balance sheet corresponding to shorter periods, or even to the account of retained earnings or profit reserves existing in the last annual or semi-annual balance sheet, as provided for in article 204 of Law no. 6.404/76.

CHAPTER VII DISPUTES AND DISPUTE RESOLUTION

Article 40 – All disputes or controversies that arise between the shareholders and the Company, or between shareholders and administrators, related to the Bylaws, especially those arising from the application of Law No. 6.404/76 and applicable regulations, will be resolved in the courts of the judicial district of the Company's registered office, expressly waiving any other, however privileged it may be.

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