

REGULATIONS OF THE NEOENERGIA REMUNERATION AND SUCCESSION COMMITTEE



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NEOENERGIA S.A. REMUNERATION AND SUCCESSION COMMITTEE BYLAWS

CHAPTER I LEGAL NATURE, PURPOSE AND APPROVAL OF BYLAWS

- <u>Article 1</u> Neoenergia S.A.'s ("<u>Company</u>" or "<u>Neoenergia</u>") Remuneration and Succession Committee ("the <u>Committee</u>") is a permanent and internal statutory advisory body linked to the Board of Directors. Its attributes are to inform, analyze and submit proposals to the Board of Directors within the scope of its functions provided for in this document.
- <u>Article 2</u> The Remuneration and Succession Committee's Bylaws ("the <u>Bylaws</u>") aim to establish the manner of operation, the objectives and the principles of operation of the Committee, subject to the provisions of the Company's Articles of Incorporate the shareholders' agreement filed at the Company's headquarters ("<u>Shareholders' Agreement</u>"), the Company's Corporate Governance System and applicable legislation in force, in particular Federal Law No. 6.404, of December 15, 1976 ("<u>Brazilian Corporation Act</u>").
- <u>Article 3</u> The purpose of the Committee is to assist the Board of Directors in supervising the activities and decisions regarding remuneration and succession of officers and other managers of the Neoenergia group ("the <u>Group</u>"). Their functions will be those established in these Bylaws.
- <u>Article 4</u> These Bylaws were prepared while considering the applicable legal regulations, as well as the recommendations and best governance practices recognized and adopted both in Brazil and in international markets.
- <u>Article 5</u> These Bylaws and their amendments must be approved by the Company's Board of Directors, on its own initiative or proposed by its Chair, the Committee Chair or the majority of its members. Amendment proposals must be accompanied by a justification on the causes and scope of the intended amendment.
- <u>Article 6</u> These Bylaws were approved by the Company's Board of Directors on February 7, 2024 and last updated on October 16th, 2025, as disclosed on the Company's website.

CHAPTER II COMPLIANCE, INTERPRETATION AND INTEGRATION, OF BYLAWS

<u>Article 7</u> - Doubt or disagreements regarding the interpretation of these Bylaws shall be resolved by a majority of the votes of the members of the Committee itself or, in the event that there is a tie, by the Company's Board of Directors. Notice of the interpretation and solution of any concerns and disagreements by the Committee itself must be provided to the Board of Directors.



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

<u>Article 9</u> - The members of the Committee are obligated to develop an awareness of and comply with these Bylaws. They must adopt the necessary measures for this purpose, and the Committee Secretary shall provide them with a copy of this instrument, which will also be available on the Committee's and Neoenergia's website.

CHAPTER III FUNCTIONS OF THE COMMITTEE

<u>Article 10</u> - The Committee shall have the following powers:

- a) propose remuneration levels for the main executives (Statutory Officers), including variable remuneration based on the results obtained;
- propose the formulation and evaluation of the concepts of performance classification of the results of the Neoenergia group's executive boards, including its Chief Executive Officers;
 - The Committee must ensure that the Board of Directors is able to assess compliance with the objectives, criteria and metrics established during the previous year and determine the variable remuneration accumulated by executive officers in that year.

The Committee will therefore request, through the Secretariat of the Board of Directors, the Audit Commission and the Sustainability Committee, that each of these bodies, respectively, confirm, both during the conception and evaluation phases, whether the variable remuneration plans include adequate risk taking and are aligned with the Company's sustainable development strategy, respectively, in accordance with the provisions of the Management Remuneration Policy.

- support the Board of Directors in the preparation of the Management Remuneration Policy, including for profit sharing;
- d) prepare studies, analyses and proposals required by the Board of Directors within the scope of its duties;
- e) propose general human resources policies and strategies at the Neoenergia group;



- f) plan and recommend strategic initiatives for the succession of the members of the Executive Board at Neoenergia group companies;
- g) propose policies for the selection, evaluation, development and remuneration of the members of the Executive Board at Neoenergia group companies;
- h) Evaluate Succession Plans (Promotions and Replacements) at Neoenergia group companies;
- i) request the preparation of opinions by any specialized consultant or consulting firm, in the cases involving complex or controversial content; and
- j) periodically evaluate and review the suitability, competence and unblemished conduct requirements among the Company's directors, Group companies, committees and its executive board, as well as evaluate and maintain these conditions.

CHAPTER IV COMPOSITION, APPOINTMENT AND REMOVAL OF MEMBERS

<u>Article 11</u> - The Remuneration and Succession Committee shall be composed of at least three (3) and up to five (5) full members, whether members of the Board of Directors or not, appointed by the Board of Directors. Members may provide alternates.

<u>Paragraph One</u> - The Committee shall have a Chair who is elected by the Board of Directors, whether from among its members or not. The Chair shall perform the duties established in these Bylaws and other provisions established by the Committee.

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

<u>Article 12</u> - The Committee Chair shall have the following duties:

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



<u>Sole Paragraph</u> - The Committee Chair shall inform the Chair of the Board of Directors, when requested, of the Committee's activities and any actions taken or recommendation made during the Committee's meetings prior to the first meeting of the Board of Directors immediately following the Committee's meetings.

<u>Article 13</u> - The Committee shall make an Annual Report on the Neoenergia Group's website its activities, in relation to the previous year available on the *website* of the Board of Directors. This report must be published by the disclosure of the annual results of the companies of the Neoenergia Group. This Report must include the meetings held by the Committee and the main matters discussed while highlighting the recommendations made by the Committee to the Board of Directors.

<u>Article 14</u> - The Committee may access information, documents, accounting and non-financial records, contracts, among other information and documents necessary to carry out its activities.

<u>Sole Paragraph</u> - The Committee may propose the contracting of consulting services from external professionals to the Board of Directors, for its deliberation to ensure the best performance of its functions. Such employee shall submit reports of their activities directly to the Committee Chair. These professionals must be contracted in accordance with the provisions of the Company's Bylaws, as well as the Company's internal procedures, policies and/or instructions.

<u>Article 15</u> - Members appointed to the Committee shall perform their duties on the Committee (i) for the same mandate as the members of the Board of Directors, when applicable; or (ii) for the mandate defined by the Board of Directors upon their being designated a member of the Committee.

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

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

- a) when, for any reason, including resignation or termination of employment, they cease to exercise the function of Director at the Company, if applicable; or
- b) through a decision from the Board of Directors.



CHAPTER IV COMMITTEE MEETINGS

<u>Article 17</u> - The Committee will meet as many times as necessary, at the discretion of the Committee Chair, to fulfill its commitments, but at least four (4) times a year and whenever requested by at least half of its members.

<u>Paragraph One</u> - The Chair of the Board of Directors and/or the Company's Chief Executive Officer may request meetings of an informative nature with the Committee.

<u>Paragraph Two</u> - The Committee Chair must propose and submit a calendar of general meetings for the respective year for approval at the first meeting of the current year.

Article 18 - The Committee Secretary, at the request of the Chair, shall send a call of meeting through any electronic means that allows for proof of such a call of meeting - in particular through the *website* of the Board of Directors. This website is a fundamental tool for the effective exercise of the functions of the Board of Directors and its advisory committees. Alternatively, notices of call of meeting and information may be sent to the email address provided by the Committee member upon their designation as a member of the Committee or Board of Directors, depending on the specific case. Calls of meeting will contain the agenda to be discussed and be accompanied by the documents necessary for the assessment of the items discussed.

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

Article 19 - At least two (2) members of the Committee or their respective representatives will be required and will form a quorum for the installation of a meeting of the Committee on first call, whenever the Committee has three (3) elected members. In the event that the Committee has four (4) or five (5) elected members, at least three (3) members shall form the quorum for installation of the meeting. On second call, in any event, the quorum for installation shall be at least two (2) members, and shall be convened within one (1) business day of the previous meeting not installed.

<u>Paragraph One</u> - Meetings shall be presided over by the Committee Chair. In the absence of the Committee Secretary, the Committee Chair shall appoint one of its members to act as secretary of the meeting.

<u>Paragraph Two</u> - The Remuneration and Succession Committee, through a resolution from its Chair, may hold meetings through multi-conference systems or any other means that allow for the recognition and identification of participants at a distance, permanent communication between



participants, regardless of their location, as well as their manifestation, always in real time. Procedures must be adopted that ensure that the connections are made with a full guarantee of the identity of the participants, the duty of secrecy and the protection of the social interests in preserving access to the information transmitted and generated during the meeting, the decisions that are made therein as well as the commitments that are adopted. The members of the Committee must observe the security and privacy protocols established by the Company. The members present at meetings shall be deemed to be participants in one and the same meeting, which shall be deemed to be held at the Company's registered office.

<u>Paragraph Three</u> - Actions taken by the Committee shall be adopted through a majority vote of the members present or represented at the meeting. In the event that there is a tie, the Chair shall hold the casting vote.

<u>Paragraph Four</u> - Matters analyzed by the Committee, at the discretion of its Chair or the majority of its members, may be the subject of reports and proposals that will not be binding upon the resolution of the Board of Directors.

<u>Paragraph Five</u> - The Committee Secretary shall reduce each meeting a record included in meeting minutes, which shall be reviewed and signed by its members after the meeting and made available on the website of the Board of Directors at least 1 (one) day in advance of the meeting of the Board of Directors. Meeting minutes may be signed through means of a digital signature.

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

<u>Paragraph Seven</u> - Members of the Committee who, effectively and in accordance with the law, maintain a conflict of interest with a certain matter to be considered by the Committee, shall inform the Committee Chair of these circumstances. Such members shall not participate in the part of the meeting in which the matter is being considered, but may be invited to provide information. Members of the Committee justifiably considered to be in a conflict of interest may object to this fact to the Chair of the Board of Directors, who shall resolve the matter

<u>Article 20</u> - Members of the Committee who are unable to attend a certain meeting of the Committee shall inform the name of his alternate Committee Chair prior to the meeting, through the Secretary. This alternate may represent members exclusively at the respective meeting.

<u>Paragraph One</u> - Upon a request being made by the Committee Chair, members of Neoenergia's Board of Directors may be invited to participate in meetings, without the right to vote.



<u>Paragraph Two</u> - The Committee Chair may also request, through the Committee Secretary, the attendance of any officer, manager or employee of the Company, as well as any member of the boards of directors at companies in which the Company hold ownership interest, whose appointment has been proposed by the Company provided that there are no legal impediments to such an act. The Chair of the Board of Directors and the Chief Executive Officer of the Company may be put in copy at the Committee Chair's discretion.

<u>Paragraph Three</u> - Persons who are not members of the Committee may not attend the parts of the meeting in which aspects not within the scope of their competencies or functions are addressed. An exception is made in specific cases as justified, which must be included in the respective meeting minutes.