



CNPJ No. 01.083.200/0001-18

NIRE 33 3 0026600 3

**INTERNAL REGULATIONS OF THE EXECUTIVE BOARD  
APPROVED AT THE EXECUTIVE BOARD' MEETING OF 07.07.14**

**CHAPTER I**

**Purpose**

**Art. 1** - The purposes of the Board of Directors of Neoenergia ("Company") are as follows:

I – To comply with its obligations defined in the Company's Bylaws and in the Shareholders' Agreement, registered under the terms of art. 118 of Law 6,404/76 ("LSA").

II – To maintain the financial health of the Company and its subsidiaries in accordance with the instructions and guidelines of the Board of Administration, coordinating, planning and executing its activities with a view to achieving its corporate purpose;

III – To comply with and enforce the policy and general guidelines of the company's business established by the Board of Administration, Audit Committee, Financial Committee, Remuneration Committee and Prior Meeting;

IV – To act in an exempt manner, always in the Company's interest;

**CHAPTER II**

**Composition**

**Art. 2** - The Board of Directors is comprised of the Chief Executive Officer and 6 (six) Directors, of which: 1 (one) Distribution Director, 1 (one) Generation Director, 1 (one) Human Resources Director, 1 (one) Financial and Investor Relations Director, 1 (one) Planning and Control Director and 1 (one) Regulation Director.

**Art. 3** - The duties of the Board of Directors shall be carried out in accordance with the Shareholders' Agreement and the resolutions of the Board of Administration and in accordance with the legal provisions.



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### **CHAPTER III**

#### **Meetings - Holding, Chair, Call, Secretary**

**Art. 4** - The Board of Directors shall meet ordinarily, weekly, or extraordinarily whenever the interests of the Company so determine.

**Art. 5** - Board meetings shall be held with the presence of a majority of its members, in exceptional cases being allowed to attend meetings through a conference call or video conference.

**Art. 6** - Ordinary meetings shall be convened by the Company's Chief Executive Officer or, in his absence, by whomsoever he may indicate, with the schedule being approved at the beginning of the year, and extraordinary meetings may be called by any Director by written communication to the Chief Executive Officer and the Corporate Governance Department.

**Art. 7** - At the meetings, the Chief Executive Officer shall be responsible for presiding, including:

1. To open, suspend and close the works;
2. To decide on issues of the agenda;
3. To discuss the issues, coordinate the debates and announce the results of the voting.

**Sole Paragraph** – During the period of absence or temporary impediment of one of the Directors, they will be replaced according to the Board's appointment. The Chief Executive Officer shall appoint the Director who shall replace him in his absence. If the Chief Executive Officer does not appoint his temporary alternate, he shall be appointed by the Board of Directors.

**Art. 8** - The Corporate Governance Department will serve as the Secretary for the Board meetings.

**Art. 9** - At the invitation of the Chief Executive Officer, employees and officers of the Company may attend meetings to provide clarifications.



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#### **CHAPTER IV**

##### **Meeting Agenda**

**Art. 10** - Up to 3 pm of the fourth business day preceding each meeting, the Directors will submit to the Company's Corporate Governance Department the issues they wish to include in the agenda for discussion, voting and knowledge. Issues for consideration should be submitted duly accompanied by their presentations and technical notes.

**Paragraph One** – The discussion of the issue in question is conditioned upon the receipt of the Technical Note duly signed by the Director of the area, in the annex to this document.

**Paragraph Two** – The indications received after the aforementioned period (extra-agenda items) will only be accepted if duly justified and approved by the Chief Executive Officer.

**Art. 11** - The Chief Executive Officer shall approve the agenda by 11 am of the third business day preceding the meeting, then the Governance Department shall, by email and through a specific directory, make available the agenda and material for the respective meeting.

#### **CHAPTER V**

##### **Order of the Discussions**

**Art. 12** - The order of discussions on the agenda may be changed by the Chief Executive Officer, in view of the relevance of certain issues.

**Art. 13** - The consideration of the issue on the agenda may be postponed to another meeting, at the request of any of the Directors.

**Art. 14** - At the request of the director, approved by the Board of Directors, an issue which inclusion was proposed by the respective director may be withdrawn from the agenda.



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#### **CHAPTER IV**

##### **Discussion and Voting of Issues**

**Art. 15** - After the discussion of each item on the agenda, the matter will be put to the vote.

**Art. 16** - Resolutions shall be made by majority vote.

**Art.17** - In the event of a tie in the voting in the Board of Directors' Meeting, the Chief Executive Officer shall have the casting vote.

**Art. 18** - The Director is authorized to make a statement of vote, which shall be included in the minutes.

#### **CHAPTER VII**

##### **Minutes of the Meeting**

**Art. 19** – The Corporate Governance Department shall draw up a draft of the minutes of the meeting and submit it to the Directors, who shall approve and sign it at the end of each meeting.

**Art. 20** – Strategic matters to be submitted for deliberation of the Board of Administration shall be accompanied by a Board of Directors' minutes (Board Resolution).

**Art. 21** - After approval of the text of the minutes by the Directors present at the meeting, the Corporate Governance Department will promote its drafting in the book of "Minutes of Board Meetings", which will be treated with confidentiality, being under the care of the Corporate Governance Department.

The Internal Regulations shall become effective as of August 1, 2014.