

INTERNAL REGULATIONS OF THE REMUNERATION AND SUCCESSION COMMITTEE

CHAPTER I

NATURE, PURPOSE AND APPROVAL OF REGULATIONS

Article 1 - Nature and Purpose

1. The Remuneration and Succession Committee (hereinafter referred to as "Committee") of Neoenergia S.A. (hereinafter "Company") is a permanent and internal committee of the Board of Administration with powers to inform, analyze and submit proposals for the Board of Administration within the scope of its functions described in this document. The purpose of these Regulations is to establish the Committee's functioning, objectives and principles of action.

Article 2 - Approval and Amendment

1. These Regulations shall be proposed by the members of the Committee and approved by the Board of Administration.

2. These Regulations may be amended at the request of the Chairman of the Committee or a majority of its members and the approval of the amendments shall be by a simple majority of the members of the Board of Administration.

CHAPTER II

COMPOSITION AND DUTIES OF THE COMMITTEE

Article 3 - Composition and Purpose of the Committee

1. **Composition.** The Remuneration and Succession Committee shall be composed of 5 (five) members, who may be members of the Board of Administration or not, appointed by the Board of Administration, who may have their alternates. The Committee shall have a Chairman who shall be elected from among its members by the Board of Administration, which shall exercise the duties established in these Regulations and others that may be fixed by the Committee. The Committee shall also elect a person from among its members or a non-member to be the Secretary of the Committee, who shall exercise his powers under these Regulations and other guidelines established by the Committee or the Board.

2. **Purpose.** The purpose of the Committee is to assist the Board of Administration in supervising the activities and decisions on the remuneration and succession of the directors and other managers of the Neoenergia Group and its duties shall be those established in these Regulations.

Article 4 - Duties:

- a) to propose levels of remuneration for the main executives (Statutory Officers), including for variable compensation depending on the results obtained;
- b) to propose the formulation and evaluation of the concepts of performance classification of the results of Neoenergia Group management, including the CEOs;
- c) to subsidize the Board of Administration of Neoenergia S.A. in the preparation of the Remuneration Policy for the Group's employees, including for profit sharing;
- d) to carry out studies, analyzes and proposals that are required by the Board of Administration of Neoenergia S.A. within its scope of action;
- e) to propose policies and general human resources strategies of the Neoenergy Group;
- f) to plan and recommend strategic actions for succession of the members of the Board of Directors of the Neoenergia Group companies;
- g) to propose policies for the selection, evaluation, development and remuneration of the members of the Board of Directors of the companies of the Neoenergia Group;
- h) to evaluate Succession Plans (Promotions and Substitutions) of Neoenergia Group companies;
- i) to request the drawing up of opinions by any specialized consultant or consultancy firm in the case of matters of complex or controversial nature; and
- j) to evaluate the suitability, competence and requirements of unblemished conduct (these with the support of the Company's Compliance Unit) of the candidates for advisors of the Group companies and of the members of the committees.

Article 5 - Scope of Duties. Information to the Board of Administration

The Chairman of the Committee shall inform the Chairman of the Board of Administration of the activities of the Committee and any action taken or recommendation made during its meetings prior to the first meeting of the Board of Administration following the meetings of the Committee.

Article 6 - Annual Report

The Committee will submit for the approval of the Board of Administration an Annual Report of its activities, resulting from the previous year, until the disclosure of the annual results of the companies of the Neoenergia Group. This Report will then be available to the Company's shareholders on the Company's website.

Article 7 - Services of Outside Experts

1. The Committee may access information, documents, accounting and non-accounting records, contracts, among other information and documents of any nature that it deems necessary to carry out its activities. It can also get advice from outside professionals for the best performance of its duties. Such professionals should submit their reports directly to the Chairman of the Committee.

2. The engagement of these professionals shall be done in accordance with the provisions of the Company's Bylaws, as well as the procedures, policies and/or internal instructions of the Company.

CHAPTER III

APPOINTMENT AND DISMISSAL OF MEMBERS

Article 8 - Term and Investiture

1. The members of the Board of Administration appointed to the Committee shall exercise their duties in the Committee for the duration of their term of office as Directors of the Company, unless otherwise determined by the Board of Administration. The members of the Committee who are not members of the Board of Administration shall exercise their duties in the Committee until their resignation or dismissal by the Board of Administration.

2. The members of the Committee shall be considered in their positions in the Committee on the respective dates of their appointments by the Board of Administration. The members who constitute the Committee and who are reelected as Board Members of the Company will remain in their positions in the Committee, without the need for a new election.

Article 9 - Dismissal

The members of the Committee shall be immediately dismissed from their office:

- a) when, for any reason, including resignation or dismissal, they cease to exercise the duty of Board Member of the Company, if applicable; or
- b) by decision of the Board of Administration, adopted by a simple majority.

CHAPTER IV

MEETINGS OF THE COMMITTEE

Article 10 - Meetings

1. The Committee shall meet as often as necessary at the discretion of the Chairman of the Committee to meet its commitments, but at least 4 (four) times a year and also when requested by at least half of its members.

2. The Chairman of the Board of Administration or the Chief Executive Officer of the Company may request informational meetings with the Committee.

Article 11 – Call for Meeting

1. The Chairman of the Committee, or the Secretary, at the request of the first, shall send a call for the meeting by letter, fax, telegram, e-mail or any other appropriate means addressed to its members indicating the place, date and time of the meeting, as well as the agenda to be discussed and providing the available documents necessary for the assessment of the items in the agenda.
2. The call must be provided at least two business days in advance, unless there is a need for an urgent meeting duly justified.
3. No prior call shall be required if all its members are present, or their alternates, and, unanimously, accept the holding of the meeting and the discussion of the items in the agenda.

Article 12 - Quorum, Attendance and Adoption of Agreements and Recommendations

1. At least 4 (four) members of the Committee or their respective alternates shall be necessary and form a quorum for the installation of a meeting of the Committee on first call, and of least 3 members on second call, which shall be convened up to one more working day after the previous meeting not established.
2. The meeting shall be chaired by the Chairman of the Committee, and if the Secretary is not present, another member of the Committee or the representative of the Secretary, as provided in Article 13 below, shall be appointed by the Chairman of the Committee to act as Secretary during the meeting.
3. The Remuneration and Succession Committee may hold meetings in several places connected by systems that allow the recognition and identification of those present, permanent communication between those present regardless of where they are, as well as intervention and voting, all in real time (including video conferencing systems, audio conferencing or any other similar systems). Members present at any of the interconnected places will be considered as attending the same and single meeting of the Remuneration Committee. It is understood as the meeting place where the largest number of members are and, in the case of a tie, where the President is or whoever, in his absence, chairs the meeting. The chair of the meeting may also be held by videoconference, audio conference or any other similar system.
4. All actions taken by the Committee shall be adopted by a majority of the votes of the members present at the meeting or represented. In the event of a tie, the Chairman shall have the casting vote.
5. The matters analyzed by the Committee shall be the object of reports and proposals that will not bind the Board of Administration's resolution.
6. The Secretary of the Committee shall record the result of the meeting in its own minutes, which shall be, after the meeting or at the beginning of the immediately subsequent meeting, reviewed and signed by the members present at the meeting or their representatives.

7. Any necessary action may be taken by the Committee without a meeting, if at the request of the Chairman of the Committee, all members of the Committee consents in writing, by letter, fax, telegram, e-mail or any other appropriate means. The written consents of the members of the Committee shall be filed together with the minutes of the meetings of the Committee.
8. The Committee member who actually, and in accordance with the law, has a conflict of interest with a matter to be considered in the Committee of which he is a member shall inform the Chairman of the Committee of this circumstance and shall not receive only that piece of information on the subject that generates the conflict, because the information to be provided may contain sensitive data, as well as not participate in the portion of the meeting in which the matter is being assessed, but may be invited to provide information. The Committee member who has been considered in a conflict of interest may object to the Chairman of the Board of Administration, who shall resolve the matter.

Article 13 - Representation and Attendance

1. A member of the Committee who is unable to attend a particular meeting of the Committee shall inform the Chairman of the Committee prior to the meeting, through the Secretary, of the name of his alternate, who may represent him exclusively at that meeting.
2. At the request of the Chairman of the Committee, the other Directors may be invited to attend meetings, without the right to vote.
3. The Chairman of the Committee may also request, through the Secretary of the Committee, a copy, at his discretion, to the Chairman of the Board and to the Chief Executive Officer of the Company, the attendance of any director, manager or employee of the Company, as well as any member of the boards of administration of companies in which the Company has a stake, whose appointment has been proposed by the Company, provided there are no legal impediments to such.

CHAPTER V

COMPLIANCE, INTERPRETATION AND INTEGRATION OF THE REGULATIONS

Article 14 - Compliance

1. The members of the Committee, as well as the other Board Members, have the obligation to know and comply with these Regulations, and to this end, the Secretary of the Board of Administration shall provide them with a copy thereof.
2. In addition, the Committee, in particular its Chairman, shall be bound to observe the compliance with these Regulations, taking all necessary measures to that end.

Article 15 - Interpretation, Integration and Term of Regulations

1. Doubts or differences in the interpretation of these Regulations shall be resolved by a majority of the votes of the members of the Committee itself or, in case of a tie, by the Board of Administration of the Company. The interpretation and resolution of any doubts and disagreements by the Committee itself should be reported to the Board of Administration.

2. In the absence of specific rules, the provisions of the Company's Bylaws and the Internal Regulations of the Board of Administration regarding the operation of the Board of Administration, provided they are not incompatible with their nature and function, shall apply to the Committee. The members of the Committee shall apply in full the provisions contained in Law 6404/76, as amended, especially those that refer to the responsibilities, duties, obligations, limits, impediments and prohibitions to the Company's administrators.

3. These Regulations shall enter into force on the date of their approval by the Company's Board of Administration, and shall be published on the Company's website for its disclosure.