

ENEVA S.A.

INTERNAL REGULATION OF THE STATUTORY AUDIT COMMITTEE

CHAPTER I

PURPOSE OF THE INTERNAL REGULATION

Article 1 – This Internal Regulation ("Regulation") governs the operation, structure, organization, duties and responsibilities of the Statutory Audit Committee ("Committee") of ENEVA S.A. ("Company"), an advisory body of the Company's Board of Directors ("Board"), subject to the provisions of Law nº 6,404/76, the regulations issued by the Brazilian Securities and Exchange Commission, the Regulations of the New Market of B3 S.A. - Brasil, Bolsa, Balcão and the Company's Bylaws ("Bylaws").

Paragraph 1 – The provisions set forth in Chapter IX – Advisory Committees of the Internal Regulation of the Company's Board of Directors –shall apply to the Committee and its members.

CHAPTER II

COMPOSITION AND MANDATE

Article 2 – The Committee shall be composed of at least three (3) members, including at least one (1) independent director and at least one (1) member with expertise in matters of corporate accounting, as set forth in the New Market Regulation.

Paragraph 1 – The same member of the Committee may have both of the characteristics mentioned above.

Paragraph 2 – The members of the Committee, and also its Coordinator, shall be appointed in the manner set forth in Article 25 of the Internal Regulation of the Board of Directors.

Paragraph 3 – The Board shall, at any time, remove the member of the Committee whose independence is affected by a conflictive or potentially conflictive situation.

Paragraph 4 – The Officers of the Company or those of its subsidiaries, its controlling shareholder, its affiliates or companies under common control may not participate as members of the Company’s Audit Committee.

Article 3 – Having had a term of office for however long, the members that have withdrawn from the Committee may only join it again after at least three (3) years as from the end of their term of office.

CHAPTER III RESPONSIBILITIES

Article 4 – The Committee shall, besides providing reports and recommendations to the Board:

- I.** evaluate and monitor the company's risk exposures, pursuant to the Risk Management Policy;
- II.** issue an opinion on the parameterization of the Company's risk management model and periodically evaluate the risk management policy, its resources, and the maximum risk allowance, and it may require detailed information on policies and procedures related to:
 - a)** the management compensation;
 - b)** the use of the Company’s assets; and
 - c)** the expenses incurred on behalf of the Company;
- III.** evaluate, together with the Company's legal department, all legal issues and/or contingencies that may have a significant impact on the financial statements;
- IV.** periodically evaluate the adequacy of the administration’s management reports regarding accountancy, financial results, and risk management, in terms of their integrity, form, content and distribution (access to information);
- V.** follow up the activities of the Internal Audit and the Internal Controls area of the Company;
- VI.** issue an opinion on the Internal Audit Annual Plan, taking into account adequate risk coverage;
- VII.** issue an opinion on hiring, dismissing and replacing external independent auditing services for the Company, as well as issue an opinion on hiring any other service;

- VIII.** analyze the scope and approach proposed by the external auditors as well as their fees and the results of the services provided, supervising their activities in order to evaluate:
- a) their independence;
 - b) the quality of the services provided; and
 - c) the provided services' adequacy to the needs of the Company
- IX.** evaluate the quarterly, interim and financial statements;
- X.** monitor the quality and integrity of the information and measurements disclosed based on accounting and non-accounting data that may add elements not considered in the structure of the usual financial statement reports;
- XI.** meet with external auditors to discuss change and/or maintenance of accounting principles and criteria; use of reserves and provisions; estimates and judgments used in the preparation of the financial statements; methods of risk assessment and the results of such assessments; changes in the audit scope; high-risk areas; significant deficiencies and failures in internal controls; awareness of illegal acts; and impacts of external factors (economic, regulatory and sectoral) on financial reports and the audit process;
- XII.** monitor the implementation of the recommendations made by the Internal Audit area and the external auditors, as well as the quality and integrity of the processes;
- XIII.** to monitor the reports sent through the Company's complaints channel, ensuring compliance with the Code of Conduct, warning the Board of fraud and/or crime and recommending measures;
- XIV.** evaluate, monitor and recommend to the management the correction or improvement of the Company's internal policies, including the Related Party Transactions Policy;
- XV.** evaluate and monitor the adequacy of the related party transactions carried out by the Company and its financial transparency, together with the Company's management, governance, risks and compliance, controllership and legal areas;
- XVI.** meet with the various Committees and with the Company's Board to discuss policies, practices and procedures under their authority;
- XVII.** have the means to receive and process information regarding the noncompliance with legal and regulatory provisions applicable to the Company, as well as internal

regulations and codes, including specific procedures for protecting the confidentiality of the information and those who provide it;

XVIII. to prepare an annual report to be presented by the Company with the financial statements, containing at least, the following information:

- a) the activities performed in the period, the meetings held with the main matters discussed, the results and conclusions achieved;
- b) the effectiveness assessment of Company's internal controls and corporate risk management systems;
- c) the description of the recommendations presented to Company's management and the evidences of their implementation;
- d) the effectiveness assessment of the internal and independent audits;
- e) the quality assessment of the financial reports, the internal controls and the corporate risk management relating to the period; and
- f) any situations in which there may be an express difference among the Company's management, the independent auditors and the Committee regarding the Company's financial statements.

XIX. issue an opinion on the matters submitted by the Board;

XX. annually carry out a self-assessment of its activities and identify possible improvements in its operation; and

XXI. be impartial in the performance of its activities and, above all, regarding the estimates presented in the financial statements and the management of the Company.

Article 5 –The coordinator shall act as representative of the Committee before the Board and shall have the following duties:

- I.** propose the annual calendar of meetings and define their agenda with the assistance of the Governance Secretariat, according to the activities planned to fulfill the work requests defined by the Board, and the remaining members may suggest additional matters to be discussed by the Committee;
- II.** represent the Committee in its relationship with the Board of Directors, the Company's Executive Board, its internal and external audits and its internal bodies

and committees, signing, when necessary, the correspondence, invitations and reports addressed to them;

- III.** ensure that, within five (5) business days prior to the meeting, the call is sent in writing to the members of the Committee via electronic message (e-mail), and that the necessary supporting material is made available through the Governance Secretariat;
- IV.** call on, when necessary, external consultants, members of the Executive Board and/or employees to attend the meetings, by means of the Governance Secretariat;
- V.** request, when necessary, the opinion of outside specialist(s) or consultancy firm(s);
- VI.** ensure that the Governance Secretariat forward the minutes of the meetings to the other members of the Committee within two (2) business days for comments and reviews, and its approval shall occur in up to five (5) business days, when it shall then be made available to the Board, notwithstanding the Coordinator's regular report at the Board meetings; and
- VII.** ensure that all information requests are forwarded to the Company's Executive Board, with the assistance of the Governance Secretariat.

Sole Paragraph - In the event of absence or temporary impediment of the coordinator, the Committee may in replacement appoint another member.

CHAPTER IV

GENERAL PROVISIONS

Article 6 – It is the responsibility of the Governance, Risk and Compliance area to bring to the attention of the Committee, pursuant to this article, the processing of the reports received through the Company's complaints channel.

Article 7 – This Internal Regulation may be amended at any time by deliberation of the majority of the Board members.

Article 8 – The omitted cases and issues of interpretation shall be resolved at the meetings of the Board, pursuant to the law and the Bylaws, and it is the responsibility of the Board, as a joint committee, to resolve any issues.

Article 9 – This Internal Regulation was approved at the meeting of the Board of Directors held on October 31, 2018 and shall enter into force as of this date, with no final term, and shall be filed at the Company's headquarters.