



# STRATEGY AND NEW BUSINESS COMMITTEE BYLAWS GRUPO EQUATORIAL



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## CHAPTER I: OBJECTIVE AND APPLICATION



**Article 1.** These Bylaws (“Bylaws”) regulate the functioning, composition, structure, attributions and form of action of the Strategy and New Businesses Committee of Equatorial Energia S.A. (“Committee” and “Company”, respectively), as well as their relationships with the other company’s corporate bodies, in compliance with applicable laws and regulations and the provisions of the Company’s Articles of Incorporation (“Articles”)

**Sole Paragraph.** These Bylaws shall apply to the Committee as a body and, where appropriate, to each of its members.

## CHAPTER II - REFERENCES



**Article 2.** These Bylaws are based on and shall be interpreted in accordance with the best corporate governance practices, the Articles and other internal policies and standards of the Company, Law No 6,404 of December 15th, 1976, as amended (“Brazilian Corporation Law”), the regulation of the Securities and Exchange Commission (“CVM”), and B3 S.A. - Brasil, Bolsa, Balcão (“B3”), and the other applicable standards.

## CHAPTER III - COMPOSITION AND COMPENSATION



**Article 3.** The Committee is a collective body, directly linked to the Board of Directors and is tasked with advising it on matters related to the development of studies for potential participation in new businesses, identifying possible risks, opportunities and approaches to be followed in the negotiation.

**Article 4.** The Committee shall be composed of a maximum of five (5) effective members (“Members”).

**Article 5.** The compensation of the Committee Members will be defined by the Board of Directors, observing the Company’s Compensation Policy.

**Sole Paragraph.** The members of the Company’s Board of Directors or Executive Board who are also members of the Committee shall not be entitled to additional compensation for the exercise of such function.

## CHAPTER IV - TERM AND REPLACEMENT



**Article 6.** The Members shall be elected and dismissed by the Board of Directors, at any time, for a unified term of 2 (two) years, with re-election being permitted.

**§1.** The Members shall be elected and dismissed by the Board of Directors, at any time, for a unified term of 2 (two) years, with re-election being permitted.

**§2.** The term of office for Committee Members shall extend until the investiture of the new elected members.

**§3.** The election of the Committee Members shall comply with the requisites provided for in the Company’s Nomination Policy.

**§4.** The Committee shall appoint two (2) of its Members to act as coordinators of the Committee (“Coordinator(s)").

**Article 7.** The Committee Members shall not have alternates, applying, in cases of vacancy and impediment, temporary or permanent, the provisions of this Article.

**Sole Paragraph.** The Members shall be replaced in the event of absence or temporary impediments and vacancy as follows:

(i) in the event of absence or temporary impediment of a Member, the Committee shall operate with the other Members, provided that it is the majority of the Members; and

(ii) in the event of vacancy of any of the Members, the Board shall appoint a replacement who shall complete the term of office at the first meeting that takes place after the vacancy.

## CHAPTER V - ATTRIBUTIONS AND OBLIGATIONS



**Article 8.** It is the Committee's responsibility, notwithstanding the other duties set forth in the Company's internal policies or additional attributions that may be granted by the Board of Directors:

(i) It is the Committee's responsibility, notwithstanding the other duties set forth in the Company's internal policies or additional attributions that may be granted by the Board of Directors;

(ii) to evaluate, at the request of the Board of Directors, the development of studies for potential participation in new businesses, identifying possible risks, opportunities and approaches to be followed in the negotiation;

(iii) to analyze and issue recommendations for the business plans and budget of the Company and/or its subsidiaries;

(iv) to analyze and issue recommendations to the strategic plans of the Company and/or its subsidiaries, including with regard to investment strategies, expansion and positioning of business and brands; and

(v) to analyze any other issues under the responsibility of the Board of Directors or the Executive Board that, by their nature or characteristics, in the Committee's opinion, has a potentially strategic character for the business of the Company and/or its subsidiaries;

**Article 9.** The role of a member of the Committee cannot be delegated and must be exercised with respect to the duties of loyalty, confidentiality and diligence. The Members of the Committee shall be subject to the same responsibilities as the managers, pursuant to the Brazilian Corporate Law and these Bylaws.



## CHAPTER VI - OPERATION

**Article 10.** The ordinary meetings of the Committee shall be held at least quarterly, in accordance with the annual calendar approved by the Committee and, extraordinarily, whenever required, upon convening by any of its Members, by the Chief Executive Officer or by the Director of New Business, both of the Company.

**Article 11.** Calls for meetings shall be done via written communication, sent using e-mail, determining the place, date, time and schedule, accompanied by all documents related to the deliberations to be taken, at least one (1) day in advance.

**Sole Paragraph.** Regardless of the convening formalities, the meeting attended by all acting Members will be considered regular.

**Article 12.** The Committee may call on directors, executives and/or employees of the Company to attend the meetings and/or provide

clarification or information on the matters under consideration.

**Article 13.** The meeting agendas shall attend to the requests submitted by the Board of Directors, the Chairman of the Board of Directors and any Committee Member, as well as considering proposals submitted by the Company's Executive Board.

**Sole Paragraph.** Requests related to the agenda of the meeting, the inclusion of extraordinary matters on the agenda and calls for extraordinary meetings of the Committee will be forwarded to the Committee Members.

**Article 14.** Committee meetings shall be held: (a) at the Company's headquarters or branch, or at the office of any of its subsidiaries; (b) at another location previously indicated by means of the meeting notice; and (c) remotely, by means of telephone, video conference, or other means of communication that allows participants to be identified and can ensure their participation.

**§1.** Members who participate remotely will be considered present provided they (i) confirm their vote and manifestations in writing and forward them to one of the Members present on the date of the meeting; or (ii) when applicable, express their vote through a governance portal made available by the Company. Once the statement has been received, as per previous item (i), such Member shall be vested with full powers to sign the minutes of the meeting on behalf of the Member(s) who participated remotely.

**§2.** The Committee Member who participates in the meeting remotely shall not allow third parties to have access to the discussions at the meeting without the unanimous approval of the other Committee members.

**Article 15.** The meetings shall be held with the presence of the majority of the Committee Members in office.

**§1** Extraordinarily, meetings to deliberate on the presentation of non-binding proposals or to conduct legal audits may be installed, with:

(i) The presence of one (1) Coordinator, in businesses whose Enterprise Value is less than one (1) billion reals;

(ii) The presence of two (2) Coordinators, in businesses whose Enterprise Value is equal to or more than one (1) billion reals.

**Article 16.** Each member of the Committee shall be entitled to one (1) vote in the resolutions, and the resolutions of the Committee shall be taken by the vote of the majority of the Members present at the meeting, disregarding abstentions.

**Article 17.** As an advisory body of the Board of Directors, decisions made by the Committee are of a consultative nature and will be presented to the Board of Directors as recommendations. The recommendations of the Committee, when submitted to the Board of Directors, must be accompanied by the materials that support them.

**Article 18.** The Committee may request joint meetings with other advisory committees of the Board of Directors, with the management bodies, with the Audit Committee, if set up, and with other areas and bodies of the Company.

**Article 19.** The work and resolutions of the Committee meeting shall be recorded in minutes, which are signed by all Members, including through digital means, which shall be (i) forwarded to the Board of Directors; (ii) filed at the Company's headquarters; and (iii) disclosed in the form and in the cases of applicable legislation and regulations.

**§1.** Any meeting of the Committee may be confidential, in whole or in part, if, at the discretion of its Members or of the Board of Directors, there is a matter whose nature so advises, including with regard to the disclosure of the conclusions taken.

**§2.** The members of the Committee may request that their observations and recommendations regarding the matters dealt

with at the respective meeting be recorded in the minutes. Any expressions of votes and protests presented by the Committee Members will be attached to the minutes and filed at the Company's headquarters.

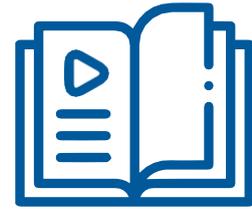
**Article 20.** The Committee may, upon the request of any Member who is approved by the majority of the Members present at the meeting, request and examine the corporate documents it deems necessary to exercise its duties.

**§1.** The information contained in the documents that will support the Committee's decision-making will be strictly confidential, exclusively owned by the Company, and will be intended for the Committee Members in order to allow them to make a decision about the matter to which they pertain, and thus cannot be disclosed to third parties or used for any other purpose.

**Article 21.** In the event of a conflict of interest or particular interest of one of the Members or another person who is participating or has been called to participate in a meeting of the Committee in relation to a particular matter to be decided by the Committee, that person shall promptly communicate this fact to the Committee.

**§1.** As soon as the conflict of interest or private interest is identified, the person involved shall withdraw from the discussions and deliberations, and shall temporarily withdraw from the meeting until the closing of the matter. This fact shall be included in the respective minutes of the meeting. In such cases, the Member shall refrain from voting on the respective matter and the Member or person involved shall not receive information and/or documents relating to the matter, to the extent that the information to be provided contains sensitive data related to the conflict of interest and/or the particular interest.

## CHAPTER VII - FINAL PROVISIONS



**Article 22.** These Bylaws may be amended, whenever required, through a resolution of the Board of Directors, in the form of the Articles, and the Committee may submit proposals for modification to the Board of Directors.

**Article 23.** Any amendment to these Bylaws shall be approved by the Board of Directors and disclosed to the market in the manner provided for in the applicable laws and regulations.

**Article 24.** In the event of a discrepancy in these Bylaws, the procedural rules of the Internal Bylaws of the Board of Directors, insofar as they are not incompatible with the nature and function of this Committee. In cases where it is not possible to apply the rules of the Internal Bylaws of the Board of Directors on a subsidiary basis, the omitted cases and doubts of interpretation relating to these Bylaws shall be regulated by the Board of Directors.

**Article 25.** In the event of a conflict between the provisions of these Bylaws and the Company's Articles of Incorporation, the provisions of the Bylaws will prevail and, in the event of the conflict between the provisions of these Bylaws and the current legislation and regulations, the provisions of the current legislation and regulations will prevail.

**Article 26.** Should any provision of these Bylaws be deemed invalid, illegal or ineffective, this provision shall be limited to the extent possible so that the validity, legality and effectiveness of the remaining provisions of these Bylaws are not affected or impaired.

**Article 27.** These Bylaws shall enter into force from such date for an indefinite period and shall be disclosed in the manner provided for in the applicable legislation and regulations.

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