



AUDIT COMMITTEE BYLAWS

GRUPO EQUATORIAL



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1. APPLICABLE PROVISIONS

1.1 Company

- Company implies: EQUATORIAL ENERGIA S.A. (“**Company**”), a publicly-held company headquartered in São Luís, in the State of Maranhão. The Company has its shares traded solely on the BM&F Bovespa Organized OTC Market.

1.2 CVM

- Implies Brazilian Securities and Exchange Commission;

1.3 Articles of Incorporation

- Means the company’s articles of incorporation, as approved at the Extraordinary General Meeting held on April 30th, 2013 and all subsequent amendments;

1.4 Brazilian Corporation Law

- Means Law No. 6,404 of November 15th, 1976, as amended;

1.5 Corporate Governance Standards

- Means the set of rules, guidelines and procedures related to the Company’s corporate governance, directed to transparency and control of its internal acts, according to (i) these Bylaws; (ii) the Internal Regulations of the Audit and Occupational Safety Committee; (iii) the Policy of disclosure of a material act or fact of the Company; (iv) the Security’s Trading Policy issued by the Company; (v) the Related Parties Contracting Policy of the Company; (vi) the Sustainability Policy; and (vii) the calendar of corporate events.



2. NATURE

2.1 The Company's Audit Committee is a non-permanent collective body, independent of the Company's Executive Board and Board of Directors, whose members will be elected and sworn in as provided for in the Brazilian Corporation Law and the Articles of Incorporation, and will be governed by these Bylaws and in accordance with the applicable legislation.

2.1.1 The Audit Committee has responsibilities defined in article 163 et seq. of the Brazilian Corporation Law.



3. INCUMBENCIES

3.1 The Audit Committee is responsible for:

- (i) Monitoring, by any of its members, the actions of administrators and verifying the compliance with their legal and statutory duties;
- (ii) Providing an opinion on the annual management report, said opinion shall include any additional information deemed necessary or useful for the General Meeting to make decisions;
- (iii) Providing an opinion on the proposals of the management agencies, to be submitted to the General Meeting, referring to the amendment of the capital stock, issuance of debentures or subscription bonus, investment plans or capital budget, dividend distribution, transformation, merger or spin-off;

(iv) Reporting, by any of its members, to the management bodies and, if they do not take the necessary measures for the protection of the Company's interests, for the General Meeting, errors, fraud, crimes that were known, and suggesting measures to the Company;

(v) Convening the Annual General Meeting if the management bodies delay this for more than 1 (one) month, and the Extraordinary Meeting, whenever there are serious or urgent matters, including the agenda of the meetings regarding any matters deemed necessary;

(vi) Analyzing, at least quarterly, the balance sheet and other financial statements periodically prepared by the Company and Subsidiaries / Affiliates;

(vii) Analyzing the Company's annual accounts, ensuring compliance with and the correct application of accounting principles and standards in accordance with the legislation in force and in accordance with the guidelines of the local regulatory bodies and issuing an opinion on them;

(viii) Exercising these duties in the course of any liquidation of the Company, in accordance with current legislation;

(ix) Expressing an opinion on the choice of external audit;

(x) Forwarding reports and complaints from third parties related to accounting and internal control procedures;

(xi) Performing other acts under its responsibility listed in the legislation.

4. MEETINGS



4.1 The Audit Committee shall meet four (4) times a year ordinarily, and

extraordinarily, whenever the corporate interest so requires, upon written notice by any of its members, by letter, fax or any other means, electronic or otherwise, that allows proof of receipt, at least 5 (five) days in advance with the presentation of the agenda of the matters to be addressed.

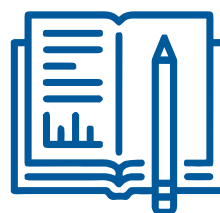
4.2 Regardless “of the formalities provided for in these Bylaws,” the meeting attended by all members of the Audit Committee shall be considered regular.

4.3 The directors, after their investiture, shall hold a first meeting of the Audit Committee to establish the calendar and frequency of meetings to be held during the term of office, in accordance with the Company’s calendar of corporate events filed with the CVM.

4.4 The meetings will be held in person whenever possible, however, meetings held via teleconference, video conference or other means of communication will be allowed, and such participation will be considered as being personally present in such meetings. In this case, reports and opinions shall be formalized by letter, facsimile or e-mail.

4.5 The meetings will be held at the Company’s headquarters and will be chaired by the Chairman of the Audit Committee and secretariat by one of the directors or a lawyer present at the meeting.

5. RIGHTS AND OBLIGATIONS



5.1 The members of the Audit Committee shall have access, through a request by e-mail or in writing through the Investor Relations Officer, to all documents and information they deem necessary to perform their duties, provided that they relate to their supervisory role and that they do not violate the confidentiality imposed by law or by judicial decision.

5.2 Access to information shall be balanced by the judgment and common sense of each director, in order to request the materials that are relevant

to their activity, recognizing and avoiding excessive demands on the management, especially strategic information and also related to participation in competitive processes, which by their nature should be restricted to the Director and / or the Strategy Committee Member until the public disclosure of the results of the competitions.

5.3 The Audit Committee shall, in the performance of its duties to which they have privileged access due to the position they occupy, until its disclosure to the market, as well as ensure that subordinates and third parties also do so, be jointly liable for any breach of confidentiality.

5.4 In the event of resignation, dismissal or expiration of the term of office of a member of the Audit Committee, the restriction set forth in article 13 above will apply, and will extend for a period of one hundred and eighty (180) days after his or her removal from office.

5.5 The Chairman of the Audit Committee shall send copies of the minutes of its meetings to the Board of Directors, the Executive Board and the Audit and Control Committee of the Company.

5.6 The members of the Audit Committee shall notify the Chairman of the Board of any significant change in their main occupation, which is capable of negatively impacting their commitment to the Company's shareholders and the Audit Committee itself.

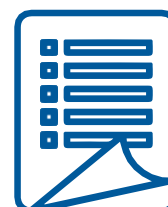
5.6.1 In this case, the Audit Committee shall decide on the permanence of the member in their position or will decide on forwarding the matter to the General Meeting for deliberation on this decision.

6. COMPENSATION



6.1 The overall honorarium of the members of the Audit Committee shall be fixed by the General Meeting that elects them.

6.1.1 In the event of a permanent or temporary vacancy, the alternate who takes the place of the holder shall be entitled to the honorarium corresponding to the frequency of the meetings. Except in the event that the alternate informs the Company that the honorarium shall be credited to the holder, due to an agreement between the holder and the alternate.

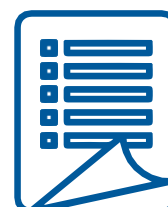


7. APPLICABLE PROVISIONS

7.1 These Rules shall be delivered to each of the members of the Committee, by signing a delivery receipt and acknowledgment. Each member shall be bound to comply with the provisions of these Rules.

7.2 These Rules may be modified at any time by resolution of the Audit Committee.

7.3 The questions raised in the application of these rules shall be an objection and will be resolved by the Audit Committee.



8. REFERENCES

These Bylaws are based on and must be interpreted in accordance with the best corporate governance practices, the Articles of Incorporation 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**”), the Novo Mercado Regulation of the B3 S.A. - Brasil, Bolsa, Balcão (“**Novo Mercado Regulation**” and “**B3**”, respectively), and the other applicable standards.

The Committee will observe all terms, requirements, duties and compositions provided for in CVM Resolution No. 23, of February 25th,

2021 (“**Resolution 23**”), qualifying as a Statutory Audit Committee (CAE), under the terms provided therein.

