



ENEVA S.A.

CNPJ/MF No: 04.423.567/0001-21

Publicly Held Company

POLICY FOR APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS, THE ADVISORY COMMITTEE AND THE STATUTORY BOARD

1. 1.PURPOSE

- 1.1. The purpose of the Policy for Appointment of Members of the Board of Directors, the Advisory Committees and the Statutory Board ("Policy") is to establish the criteria for the composition and the procedures for appointment of members of the Board of Directors, the Advisory Committees and the Statutory Board of ENEVA S.A. ("Company" or "ENEVA").
- 1.2. This Policy is based on the: (i) the guidelines of corporate governance of the Company's Bylaws ("Bylaws"); (ii) the Internal Regulation of the Company's Board of Directors ("Regulation"); (iii) Law No. 6.404, of December 15, 1976, as amended ("Brazilian Corporation Law"); and (iv) the New Market Regulation of B3 S.A. – Brasil, Bolsa, Balcão ("New Market Regulation").

2. APPLICATION.

- 2.1. This Policy applies to the Company and its subsidiaries, including SPE's, joint ventures and affiliates in which the control is exercised by ENEVA.

3. DEFINITIONS

Management: are the members of the Board of Directors, the Advisory Committees and the Statutory Board of the Company.

Elective Positions: are the positions of members of the Board of Directors, members of the Advisory Committees and members of the Statutory Board.

Control: means the ownership of shareholders' rights permanently ensuring, directly or indirectly, (i) most of the votes in the resolutions of the general meeting; and (ii) the power to elect most of the management members of the Company;



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4. GUIDELINES FOR APPOINTMENT OF ELECTIVE POSITIONS

- 4.1. Appointments of members to assume Elective Positions must, in addition to complying with the provisions set forth in the documents referred to in item 1.2. above and the Laws and Applicable Regulations, be aligned to the best interest of the Company and such members must be highly qualified professionals, committed to the values and the culture of the Company, in addition to having notable and proper professional, technical and educational experience, compatible with the position which such members are being appointed to assume.
- 4.2. The Appointments for Elective Positions shall also consider, to the extent possible, for a good composition of the collegiate bodies, the diversity of knowledge, experience, behavior, cultural aspects, gender, age group and academic background, as well as the complementarity of competences in the collegiate and the availability of time for the exercise of the position.
- 4.3. It is recommended that members appointed to assume Elective Positions of the Board of Directors and Board of Executive Officers be fluent in English, given the Company's size, the nature of its business, the global coverage of the markets in which it operates and the presence of foreign investors among shareholders.
- 4.4. Members appointed to assume the Elective Positions of the Board of Directors and the Board of Executive Officers will be subject to all requirements and legal prohibitions, including, but not limited to, articles 145 through 147 of the Brazilian Corporation Law and CVM Instruction 367.

5. PROCEDURE FOR APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS

- 5.1. Members for Elective Positions of the Board of Directors can be appointed by the Management or any shareholder of the Company pursuant to the Brazilian Corporation Law and CVM Regulation.



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- 5.1.1. The Board of Directors itself, in the process of renewing its mandate, must, in advance, define the profile, disclose the desired qualification and the expectation regarding the applicants.
- 5.2. The shareholder wishing to appoint members to the Board of Directors can submit to the Company in writing a letter stating the full name and qualification of the applicants within 25 (twenty-five) days prior to the General Meeting electing the new Company's Board of Directors, according to art. 21-L, §1, item I, a, of CVM Instruction 481 and as provided in article 11 of the Company's Bylaws.
 - 5.2.1. Except for the period for receiving the request for inclusion of applicant in the remote voting report, appointments that occur after the deadline described in item 5.2 will be duly disclosed to the market or at the General Ordinary Meeting itself, in case there is not enough time for disclosure.
- 5.3. Pursuant to article 3 of CVM Instruction 367, the shareholder who submits the appointment of a Board of Directors' member shall present, in the same act:
 - (i) a copy of a clearing statement, pursuant to CVM Instruction 367, or declare that it has obtained from the nominee information that it is able to sign such instrument, indicating any reservations; and
 - (ii) curriculum vitae of the nominee, including at least its qualification, professional experience, education, main professional activity and the positions it holds in the board of directors, supervisory or advisory board in other companies
- 5.4. All Appointments for Elective Positions of the Board of Directors, made by Management or by any shareholders, shall be forwarded with the CV of the nominee mentioned in item 5.3 (ii) as well in Exhibit I – Form of Applicant Information to Elective Positions, duly signed, provided that the appointment of individuals who have answered "yes" to the impediments of item 3 of Exhibit I is prohibited.
- 5.5. The appointments to re-elect the members of the Board of Directors need to take into account their performance in the period, their experience, their attendance at meetings in their previous terms-of-office, as well as the evaluation of the benefit to



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replace them and renew the Board of Directors, in comparison to their permanence and re-election. In addition, it is advisable that the Board of Directors be comprised by professionals who have experience in different matters, such as environmental, sustainability and information technology and safety matters.

- 5.6. In addition to the provisions set forth in article 147, paragraph 3 of the Brazilian Corporation Law, in order for the members of the Board of Directors to be able to dedicate to their activities in the company's Board, we advise that they should not hold more than 5 (five) positions in the boards of directors of other companies.
- 5.7. Jointly with the periodic evaluation of the Board of Directors, pursuant to the Novo Mercado Regulation, a report (or matrix) of the skills of the members of the Board will be prepared by an external company reputable in the market. This is intended to check the efficiency of the Board's work and supplement its functions, as well as indicate possible failures or improvements in the composition of the Board.
- 5.8. The Company's Board of Directors will be the competent body to analyze the adherence of the appointments to this policy, with support in the curriculum vitae of the nominees, in Exhibit I duly completed and signed, as well as in the report provided in item 5.7 above. After its analysis, the Board of Directors shall arrange for the inclusion of proper information in the management proposal for the meeting for election of such members, if applicable.
- 5.9. The Board of Directors will make evaluations under the same methods and criteria of all appointment made by the minority shareholders to include proper information in the notice to shareholders which sets forth information on such members within 48 hours after delivery of the last document necessary by the minority shareholder, always subject to terms applicable to remote voting rules provided by applicable regulation.
- 5.10. All members qualified as independent members pursuant to the terms set forth in the Novo Mercado Regulation will be deemed as such in the calculation of positions assigned to independent members.



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5.10.1. The classification of the independent director shall consider its relationship:

- (i) with the Company, its direct or indirect controlling shareholder and its administrators; and
- (ii) with subsidiaries, affiliates or companies under common control.

5.10.2. For the purpose of verifying the classification of the independent director, it is not considered as independent director who:

- (i) is a direct or indirect controlling shareholder of the Company;
- (ii) has its exercise of vote in the meetings of the Board of Directors bound by shareholders' agreement whose purpose are matters related to the Company;
- (iii) is spouse, domestic partner or immediate or collateral relative, up to the second degree of the controlling shareholder, of manager of the Company or of manager of the controlling shareholder; and
- (iv) has been, in the last 3 (three) years, employee or Executive Officer of the Company or of its controlling shareholder;

5.10.3. For the purposes of verifying the classification of the independent director, the situations described below shall be analyzed in order to verify if they imply loss of independence of the independent director due to the characteristics, magnitude and extent of the relationship:

- (i) it is related up to the second degree to the controlling shareholder, to manager of the Company or to manager of the controlling shareholder;
- (ii) it has been, on the last 3 (three) years, employee or director of an affiliate, subsidiary or company under common control;
- (iii) it has a business relationship with the Company with its controlling shareholder or with an affiliate, subsidiaries or company under common control;
- (iv) it holds a position in a company or entity with commercial relations with the Company or with its controlling shareholder with decision-making power in the performance of activities of said company or entity; and



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- (v) it receives compensation from the Company, from its controlling shareholder, affiliates, subsidiaries or companies under common control other than the compensation received as member of the Board of Directors or committees of the Company, its controlling shareholder, affiliates, subsidiaries or companies under common control, except for values in cash derived from interest in the Company's capital stock and benefits from complementary pension plans.

5.10.4. Board members elected through a separate vote by the minority shareholders will be deemed independent members.

5.11. The characterization of the nominee to the Board of Directors as independent director will be decided by General Meeting, which may base its decision:

- (i) on a statement, forwarded by the nominee as independent director to the Board of Directors, attesting its compliance with the independence criteria established in this Policy, including the respective justification, if any of the situations provided in item 5.10.3 above has been verified; and
- (ii) on the expression of the Company's Board of Directors, inserted in the Management proposal regarding the General Meeting for the election of members, regarding the compliance of the applicant with the independence criteria.

5.12. The procedure for election of the independent member of the Board of Directors referred to in item 5.11 above does not apply to nominations of applicants for members of the Board of Directors:

- (i) that do not meet the deadline for inclusion of applicants in the voting report, as provided in the regulations issued by CVM on remote voting; and
- (ii) by separate voting in companies with defined control.

6. PROCEDURE FOR APPOINTMENT OF MEMBERS OF THE ADVISORY COMMITTEES

6.1. The Board of Directors shall seek the composition of the Advisory Committees with at least one member of the Board of Directors and, where appropriate, including



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external professionals who, in addition to having the characteristics set forth in item 4 above, may bring additional knowledge and new perspectives and contribute to the deepening of the discussions, opinions and reports sent to the Council.

- 6.2. It is also necessary to comply with what is established in the respective Internal Regulation with respect to its composition.
- 6.3. The names of the applicants for members of the Company's Committee can be made by any member of the Board of Directors or the Board of Executive Officers within 10 (ten) business days prior to the Board of Directors' meeting which will indicate the composition of a new Committee.
- 6.4. The members of the Committee will be annually elected by the Company's Board of Directors.
- 6.5. Re-election of the members of the Committees will take into account their performance in the period, their experience and attendance at meetings in their previous terms-of-office.

7. PROCEDURE FOR APPOINTMENT OF MEMBERS OF THE STATUTORY BOARD

- 7.1. The Board of Directors shall seek the composition of the executive boards of the Company with professionals who, in addition to having the characteristics set forth in item 4 above, combine, harmoniously, the interests of the Company, the interests of the shareholders, the interests of the employees, as well as the social and environmental liability of the Company, always based on legality and ethics.
 - 7.1.1. In the appointment of members of the Statutory Board, compliance with the requirements established in item 4 of this Policy shall be verified by the Board of Directors.
- 7.2. The Board of Directors elects and dismisses the Company's Chief Executive Officer.



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- 7.3. The Chief Executive Officer of the Company proposes the election and dismissal of the other statutory Officers of the Company, and the Board of Directors approves the election and dismissal of such Officers.
- 7.4. Proposals for re-election of Officers shall be based on the periodic evaluation of the Officers pursuant to the New Market Regulation, in which the achievement of goals and the alignment with the Company's culture are considered performance indicators.

8. EXHIBITS

- **Exhibit 1** – Form of Applicant Information to Elective Positions

9. REFERENCES

- Law No. 6.404, of December 15th, 1976, as amended ("Brazilian Corporation Law")
- CVM Instruction 301 of April 16th, 1999, as amended ("CVM Instruction 301")
- CVM Instruction 367 of May 29th, 2002, as amended ("CVM Instruction 367")
- CVM Instruction 480 of December 7th, 2009, as amended ("CVM Instruction 480")
- CVM Instruction 481 of December 17th, 2009, as amended ("CVM Instruction 481")



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REVIEW AND APPROVAL

Review	Date	Description of Updates	
0	01/31/2019	Creation of document	
Creation		Review	APPROVAL
GRC and Legal		Eneva Management	Board of Directors

KEY PUBLIC

- Members of the Board of Directors
- Members of the Advisory Committees
- Statutory Executive Board
- Governance Secretariat



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EXHIBIT I – FORM OF APPLICANT INFORMATION TO ELECTIVE POSITIONS

1. Information for the Reference Form

A. Registered Data and Professional Experience:

Name:		Date of Birth	Age	Occupation
[***]		[***]	[***]	[***]
CPF or passport (PAS)	Elected Position Held	Election Date		Office Assumption Date
[***]	[***]	[***]		[***]
Mandate Term	Other Positions and Functions in the Company		Appointment if Elected by the Controller	
[***]	[***]		[***]	
Appointment if is Independent Member		Number of Consecutive Terms		
[***]		[***]		
Main Professional Activity				
[***]				
Professional Experience				
[***]				
Statement of Conviction				
<p>[***]</p> <p>does not have any criminal convictions (even if not final), nor any administrative proceeding filed by CVM, or any other final decision, at the legal or administrative level, which suspended or disqualified its professional or commercial activities.</p>				



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B. Member's participation in meetings held by the respective committee on the last fiscal year, since taking office:

Member	Participation in meetings (%)
[***]	[***]

C. Information on the performance in the last fiscal year as members of the Advisory Committees, even if such committees or structures are not statutory:

	Appointment of Controller		Participation in Committees		% Participation in Meetings
	Yes.	() No	Yes.	() No	
Audit Committee	Yes.	() No	Yes.	() No	[***]%
Human Resources and Compensation Committee	Yes.	() No	Yes.	() No	[***]%
Finance Committee	Yes.	() No	Yes.	() No	[***]%
Follow up Committee of Cicle Closing – Parnaíba V Project	Yes.	() No	Yes.	() No	[***]%

D. Information on the existence of companion relationship, common-law marriage and family relation up to the third degree with:

1. Administrators of the Company

() No () Yes

Describe:

2. Administrators of direct or indirect subsidiaries of the Company

() No () Yes

Describe:

3. Direct or indirect controlling shareholders

() No () Yes



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Describe:

4. Administrators of the Company's direct and indirect controlling corporations

No Yes

Describe:

E. It is a politically exposed person, as per CVM Instruction 301:

No Yes

F. Information on relations of subordination, provision of services or control over the past 3 fiscal years by and among Administrators of the Company

1. Company's direct or indirect subsidiaries

No Yes

Describe:

2. Company's direct or indirect controlling company

No Yes

Describe:

3. if relevant, any supplier, customer, debtor or creditor of the Company, its subsidiary or controlling shareholders or the subsidiaries of any of the foregoing

No Yes

Describe:



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2. Basic Requirements for Members of the Board of Directors or Officers

Academic Training And other personal criteria		
I – University Degree Course	Yes.	<input type="checkbox"/> No
Additional Requirements for Members of the Board of Directors		
II – check with an X areas that I have proven expertise: <input type="checkbox"/> concession/ privatization <input type="checkbox"/> banking and financial sector/capital market <input type="checkbox"/> government relations <input type="checkbox"/> technology/engineer <input type="checkbox"/> industrial <input type="checkbox"/> international business <input type="checkbox"/> risk management <input type="checkbox"/> accounting <input type="checkbox"/> corporation governance <input type="checkbox"/> environmental/sustainability <input type="checkbox"/> legal/rulemaking <input type="checkbox"/> IT/IT Security <input type="checkbox"/> HR/ marketing/communication	Which documents/public information prove my qualification:	

Additional Requirements for Members of the Board of Directors (cont.)		
III – If you are being elected to the position of independent member of the Board of Directors, do I respect the rules of independence of the objective list of item 5.10.2 of the Appointment Policy?	Yes.	<input type="checkbox"/> No
IV – If you are being elected to the position of independent member of the Board of Directors, do I respect the rules of independence of the subjective list of item 5.10.3 of the Appointment Policy? Any specific note in this item, because it is a subjective list? If yes, please clarify:	Yes.	<input type="checkbox"/> No



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3. Disqualification for Members of the Board of Directors or Officers

<p>I – it has been convicted in a final decision or handed down by a collegiate judicial body, from the conviction until the expiration of the period of 5 (five) years after serving the sentence, for crimes: against the welfare, public faith, public administration and the public wealth; against the private equity, the financial system, the stock market and those provided for in the law that governs bankruptcy; against the electoral environment and health, for which the law establishes penalty of deprivation of liberty; of money laundry and concealment of goods, rights and values; trafficking in narcotics and related drugs, racism, torture, terrorism and heinous crimes; of reduction to the condition analogous to that of slave; against life and sexual dignity; practiced by criminal organization or gang;</p>	<p>Yes.</p>	<p>() No</p>
<p>II - it has been excluded from the exercise of the profession by a sanctioning decision of the competent professional body, as a result of ethical and professional infraction, for a period of 5 (five) years, unless the act has been annulled or suspended by the Judiciary Branch;</p>	<p>Yes.</p>	<p>() No</p>
<p>III – It is a person prevented under specific law from, or convicted of bankruptcy, malfeasance, bribery, graft or embezzlement crime against economy, public faith or property or subject to criminal punishment that vetoes, even temporarily, the holding of public offices;</p>	<p>Yes.</p>	<p>() No</p>
<p>IV – it is a person declared disabled by the act of Brazilian Securities and Exchange Commission;</p>	<p>Yes.</p>	<p>() No</p>
<p>V- it holds position in corporation that might be perceived as competitor in special market, Executive Board, Advisory Boards,</p>	<p>Yes.</p>	<p>() No</p>



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Management, Fiscal or Advisory Committees ¹ ;		
VI - it has interest conflicting with the corporation ² ;	Yes.	() No
VII - it discloses or makes use of privileged information, for its own or third party's benefit, obtained by reason of the activities performed;	Yes.	() No
VIII - it exercises, directly or indirectly, an activity that by reason of its nature is incompatible with the duties of the position or employment, including as such, the activity carried out in related areas or matters;	Yes.	() No
IX - it acts, albeit informally, as attorney, consultant, advisor or liaison element of private interests in the bodies or entities of the direct or indirect public administration of any of the Powers of the Government, the States, the Federal District and the Municipalities;	Yes.	() No
X - it practices an act in the interest of a legal entity that has participation of a spouse, partner or immediate or collateral relative, in a direct or collateral manner, up to the third degree, and that may benefit or influence its management acts; and	Yes.	() No
XI - It receives a gift from anyone who has an interest in a decision of a collegiate body in which it participates outside the limits and conditions established in a regulation.	Yes.	() No

I declare, under penalty of the Law, that the information provided herein is accurate and true without deletions of any kind.

Place and date

Signature of the Nominee

Notes:

- (1) The impossibility of the statement referred to in this item **does not prevent the investiture**, imposing in this case that the General Meeting expressly releases the elected person from such requirement.
- (2) For the purposes of this item, a person who has a conflict of interest with the Company is considered as a person who cumulatively (i) has been elected by a shareholder who has also elected a member of the Board of a Director's member in a competing company, and (ii) has a subordination relation with the shareholder that elected it. Such presumption shall solely be applicable in the event of the member of the Board of Directors of



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the competing company having been elected solely with the votes of the shareholder, or in the event such votes, considered individually, are sufficient for the election of the director". Also, the impossibility of the statement referred to in this item **does not prevent the investiture**, imposing in this case that the General Meeting expressly releases the elected person from such requirement.