



BYLAWS OF NEOENERGIA'S BOARD OF DIRECTORS

2026

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Chapter I. Bylaws

Article 1. Purpose

1. These bylaws (the "Bylaws") of Neoenergia S.A.'s Board of Directors (the "Company") constitute the Company's specific regulations in compliance with current legislation and as part of the Company's Governance and Sustainability System. They also establish and complement applicable legal and statutory standards while accounting for the nature of the Company as a subholding company in Brazil belonging to a group of companies of which Iberdrola S.A. is its publicly-held holding company (the "Iberdrola Group" or "Group"). Iberdrola S.A. in this case reinforces or complements the organization, coordination and general strategic supervision it determines as a Group holding company in relation to the companies that the Company directly or indirectly controls ("Subsidiaries" and the "Neoenergia Group") and in accordance with the applicable regulations and while respecting the Subsidiaries' basic corporate autonomy.
2. The applicable legal regulations, as well as the recommendations and recognized and adopted good governance practices both in Brazil and in international markets, were considered when preparing these Bylaws.
3. The Bylaws govern the guiding principles, means of action and operation of the Company's Board of Directors (the "Board"), in addition to basic rules for its organization, the rules of conduct of its members and the members of related Advisory Bodies (as defined in article 34 below), as well as the relationship between the Board and the other corporate bodies. These activities shall be governed by the provisions of the Company's Bylaws, applicable regulations, current legislation, in particular Federal Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporations Act"), and the Company's Governance and Sustainability System.

Article 2. Scope

These Bylaws apply both to the Board of Directors, the Advisory Bodies and their respective members, as well as, as applicable, to the Group's Executive Officers, Board Secretary and Advisory Bodies and the Office of the Corporate Governance Superintendent. The persons subject to these Bylaws must familiarize with and observe their provisions.

Article 3. Disclosure

The Board Secretary must ensure an updated version of these Bylaws remains available to the members of the Board of Directors and the Executive Board.

Article 4. Prevalence and interpretation

Any doubt, omissions or discrepancies concerning the interpretation of these Bylaws will be resolved at a meeting of the Board through votes from a majority of its members, subject to the guidelines and principles contained in the Company's Bylaws. The current text of these Bylaws will be made available on the Company's corporate website.

Article 5. Amendments

1. The Board may amend these Bylaws through means of a resolution approved by the majority of its members upon a proposal being submitted by the Board Chair, one third of the Directors or the Audit and Compliance Committee. The proposed amendment must be accompanied by a justification of the necessity and scope of the intended amendment.
2. These Bylaws were approved by the Board of Directors at a meeting held on July 9, 2026.

Chapter II. Guiding principles of action

Article 6. Governance and Sustainability System

The Board must discharge its duties with a sense of unified purpose and in a manner that benefits the Company. It must make use of independent criteria and remain loyal to business interests, as provided for in the *Iberdrola Group's Purpose and Values* (the "**Purpose and Values**"), *Core Ethical Principles of Governance and Sustainability* and in the Company's Governance and Sustainability System. The Board must also observe the organizational and internal operating standards it establishes as part of its internal governance, particularly in relation to the Board.

Article 7. Social dividend

The Board and its Advisory Bodies must discharge their duties in order to guarantee the concept of social dividend, which is understood to be the contribution of value, whether direct, indirect or induced, that the Company's activities represent for its Stakeholders in a manner consistent with the *Iberdrola Group's Purpose and Values and Core Ethical Principles of Governance and Sustainability*.

Article 8. Ethical requirements

The Company seeks to ensure its conduct and that of related entities are guided by ethical principles and a sense of social responsibility in accordance with current legislation and the Company's Governance and Sustainability System, and specifically with the Company's *Code of Conduct for Management, Employees, and Suppliers*.

The Board of Directors must ensure that the necessary measures are taken to ensure that directors, employees and suppliers comply with the provisions of the *Purpose and Values* and the *Code of Conduct for Management, Employees, and Suppliers*.

Article 9. Guidelines for action

1. The Board's actions must be essentially focused on defining the Company's strategic direction, establishing its policies and protecting and placing value in the Company's assets. Members must discharge their duties to promote business interests and ensure compliance with these Bylaws. The Board will also be responsible for disseminating the Company's policies, strategies and general guidelines that, when disseminated, communicate the standards applicable to the Neoenergia Group's Subsidiaries. These items are to be approved within the scope of their respective governance while respecting these companies' autonomy and decentralized management in order to facilitate the coordination of activities with the Subsidiaries' management bodies.
2. The Board is a collegiate deliberation body, responsible for establishing the general orientation of the Company's business and deciding on strategic issues, aiming to carry out the following guidelines:
 - a. promote and observe the Company's corporate purpose;
 - b. promote the creation of sustainable value and ensure the interests of shareholders, making them compatible, where appropriate, with other Stakeholders;

ensure the continuity of the Company, within a long-term and sustainability perspective that incorporates economic, social, environmental, ethical and good corporate governance considerations in the definition of the Company's business and operations;

- c. adopt an agile management structure, composed of qualified professionals with an unblemished reputation;
- d. issue guidelines for the Company's business and management, which will be reflected in the annual budget and strategic plans;
- e. ensure that the guidelines and strategic guidelines defined are effectively implemented by the Executive Board, without, however, interfering in operational matters;
- f. monitor the Company's internal and market performance indicators, guiding the corrective actions it deems pertinent;
- g. prevent and manage situations of conflict of interest and divergence of opinions, so that the Company's interest always prevails;
- h. ensure the continuity of the Company from the perspective of economic and financial sustainability, compatible with social and environmental responsibilities and the sustainable value chain;
- i. ensure that management identifies, mitigates and monitors the organization's risks; and
- j. become aware of the annual programs of the activities of the Neoenergia Institute and its respective budget, as well as the execution of activities of general interest and sustainable development that have been requested from the Neoenergia Institute by the Group's controlled companies.

Chapter III. Powers of the Board

Article 10. Powers of the Board

1. The Board is responsible for the matters provided for in the Brazilian Corporations Act, applicable regulations and the Company's Bylaws, in addition to those provided for in these Bylaws.
2. The Board also holds powers to:
 - a. determine which members of the Board of Directors will be appointed by the Company at Subsidiaries or companies in which the Company or any of its Subsidiaries holds shares entitling the holder to a vote in resolutions, without, however, holding control of such companies. Additionally, the Board may decide on members' removal (which, subsequently, must be subject to a resolution from the corporate bodies at the respective company, depending on the specific case);
 - b. elect the person responsible for the Internal Audit and Risks Board and the Compliance department, as well as the remaining members of the Compliance Officers. An advance analysis and manifestation from the Audit and Compliance Committee must be provided in accordance with the provisions of its regulations and remaining Governance and Sustainability System standards;
 - c. establish the Chief Executive Officer's short- and long-term performance targets, as well as establish or delegate responsibility for determining financial and non-financial performance targets for the remaining officers to the Chief Executive Officer, except the Internal Audit and Risks Director, at the start of each fiscal year; and
 - d. carry out an annual formal evaluation of the Company's Chief Executive Officer, as well as the Company's remaining Executive Officers or delegate such responsibilities to the Chief

Executive Officer. These assessments refer both to agreed-upon targets and other subjective elements.

Chapter IV. Rights and duties of Directors

Article 11. General obligations

1. The members of the Board of Directors (the "Directors") must comply with the duties provided for by law, applicable regulations and the Company's Governance and Sustainability System, and always act in the Company's interest in the exercise of their functions while employing every care and diligence that any individual generally employs in the management of their own business.
2. Directors, in particular, must:
 - a. adequately prepare for meetings of the Board and, depending on the specific case, of the Advisory Bodies of which they are a part, and must diligently inform themselves of the matters to be discussed at meetings;
 - b. attend meetings of the Board and the Advisory Bodies of which they are a part while actively participating in deliberations to ensure they effectively contribute to decision-making processes;
 - c. perform the specific functions assigned to them by the Board or its Chair, which are part of their commitment to serving the Company;
 - d. inform the Board of any irregularity and risk situation in the management of the Company of which it has become aware;
 - e. propose that a special meeting of the Board be called or additional matters be submitted under the agenda of the first meeting to be held to the Board Chair in order to deliberate on the issues it deems appropriate; and
 - f. oppose the acts and agreements contrary to the Law, the Company's Governance and Sustainability System and the corporate interest, requesting that their opposition be recorded in meeting minutes.
 - g. ensure that the Board maintains efficient and transparent relationships with its Advisory Bodies, the Audit Committee, when established, the Independent Auditors, the Executive Board and the shareholders;
 - h. ensure the Company complies with these Bylaws and adopts good corporate governance practices;
 - i. observe all the Company's internal policies to which it must submit, in particular comply with the provisions of Neoenergia's Code of Conduct for Management, Employees and Suppliers and the Company's Governance and Sustainability System;
 - j. serve the Company with loyalty, ethics and diligence; and
 - k. provide the statements required by law and/or requested by the Company, and inform the Board of any of the interests indicated in Article 18. [Information obligations](#).¹ of these Bylaws.

Article 12. Directors' duty of confidentiality

1. Directors must maintain the confidentiality of information and resolutions of the Board and the Advisory Bodies of which they are a part. They must preserve their confidentiality and refrain from disclosing the information, data, reports or discussions to which they have access in the exercise of their duties. Directors must not use such information for their own benefit or that of third parties, without prejudice to the obligations of transparency and information to which they are subject under applicable legislation.
2. Directors must also respect the limitations established for the use of the computer and telematic systems, applications and resources made available by the Company.
3. The obligation of confidentiality shall survive even when the Director leaves office, unless otherwise provided for in the legislation.
4. These duties must not prevent the normal flow of information between the Company and the remaining companies that are part of the Group within the scope of the general strategic and management guidelines established by Iberdrola, S.A., as a *holding company* and in the interest of companies that are part of the Group. Duties must also be performed within legal limits and without prejudice to the autonomy of the Company and its Subsidiaries.
5. The Directors who leave their position must return all corporate documentation to which they have had access in the exercise of their duties, including corporate or personal information stored in any means or device.

Article 13. Non-compete obligation

1. Directors, while serving their mandate, must not be a manager or provide services to another company for which the respective corporate purpose is identical or similar in part to that of the Company or one of the Company's competitors, provided that such companies: (i) are not part of the Neoenergia Group; (ii) are not part of the Group; or (iii) are not directly or indirectly controlled by the Company's parent company. Additionally, an exception is provided for the duties they may perform (i) in companies in which they represent the Group's interests, (ii) in companies in which any Group company holds an ownership interest, unless the Board understands that the Company's business interests are at risk, and (iii) in other cases in which participants in an Annual General Meeting, when required by law, or the Board, in the remaining cases, exempt the Director from the obligations provided for in this clause since they understand that there is no risk to business interests or to the Company.
2. Related and external Directors (as defined in these Bylaws), at the end of their mandate, regardless of the respective motive, may not serve as a director or officer or provide services to companies for which the respective corporate purpose is identical or similar in part to that of the Company or that is its competitor for a two-year (2-year) period, except in cases involving Group companies. Internal Directors' non-compete obligations (as defined in these Bylaws) shall be determined in their respective contracts. The Board, if it considers it appropriate, may exempt the Director from this obligation or reduce the period of its duration.

Article 14. Conflicts of interest

1. Directors must adopt the necessary measures to avoid conflicts of interest in accordance with applicable legislation and the fiduciary duties inherent to the exercise of their duties, and must perform their duties and exercise their right to vote in the interest of the Company regardless of the interests of the shareholder who appointed or elected them.

2. A conflict of interest will be considered to exist in the situations provided for by law and, in particular, whenever the Director's own interests or those of related third parties directly or indirectly conflict with the interests of the Company or the companies that are part of the Group, as well as the Director's duties before the Company.
3. Directors must also:
 - a. refrain from intervening, whether on their own or together with a third party, in any business activities at the Company, its Subsidiaries and/or companies in which the Company or any of its Subsidiaries holds voting powers, without, however, holding control of such companies. Directors must also not intervene in business activities carried out between the Company and management's subsidiaries and affiliates, as well as remaining companies that are effectively or legally part of the same group as any of these entities, except with the prior and specific approval of the Board and subject to the Company's Related Party Transactions Policy;
 - b. declare any direct or indirect private or conflicting interest prior to deliberating upon any matter submitted to the Board or its Advisory Bodies related to the matter at hand upon identifying such a matter. Directors must abstain from discussions on the subject and refrain from decision-making or issuing an opinion, depending on the specific case (except for the possibility of their limited participation at the request of the Board Chair to provide additional information on the matter at hand or on the parties involved. Directors must abstain in any case from decision-making or issuing an opinion, as provided for in the Related Party Transactions Policy); and
 - c. refrain from using funds for their own benefit or that of third parties.
4. Without prejudice to the above provisions, conflicts of interest must be addressed according to the following rules:
 - a. Communication: Directors who are made aware of a conflict of interest must notify the Board in writing through the Secretary upon becoming aware of the respective situation. Communications must contain a sufficiently detailed description of the situation that gave rise to a conflict of interest and indicate whether it constitutes a direct or indirect conflict or involves a Related Party, who must be identified, when applicable. This description must include, as appropriate, the subject matter and main conditions of the intended transaction or decision, including its estimated value or economic impact. Any doubt regarding the existence of a conflict of interest must be submitted to the Board Secretary, and the Director must refrain from addressing the matter until the situation at hand is clearly described.
 - b. Abstention: Directors involved in a conflict of interest must refrain from participating in discussions and deliberating upon related matters in compliance with the applicable legislation and the Related Party Transaction Policy. For these purposes, the respective Director must leave the meeting during discussion and voting on the respective matter and must not be counted for the purpose of determining the quorum for resolution, exclusively in relation to the respective matter.
 - c. Transparency: the Company must disclose, whenever required under applicable law, conflicts of interest involving Directors that arose during the respective fiscal year, provided that they are notified by the person involved or through any other suitable means.

5. The Board Secretary will maintain an up-to-date record of conflicts of interest reported by the Directors at a level of detail sufficient to provide a proper understanding of the nature, extent and impact of each situation of interest.

Article 15. Use of business assets

Directors shall use the Company's assets, resources, information and take advantage of business opportunities solely in the interests of the Company and are prohibited from:

- a. using, for their own benefit or that of third parties, assets, resources, information or business opportunities at the Company or its Subsidiaries;
- b. obtaining, directly or indirectly, undue or disproportionate advantages due to the exercise of their duties; and
- c. acquiring assets, rights or business opportunities that they understand to be of interest to the Company or that it intends to acquire or develop for resale at a profit or use on their own behalf or that of third parties.

Article 16. Non-public information

Directors may only use non-public information belonging to the Company for private purposes under the following conditions:

- a. if such information is not related to transactions involving the acquisition or sale of securities or financial instruments that contain information directly or indirectly referring to the issuer;
- b. information does not imply any form of advantage for Directors in relation to third parties, including suppliers and customers;
- c. use of the information does not result in damages to the Company; and
- d. the Company does not hold an exclusive right to such information or a similar position.

Article 17. Business opportunities

1. The Director may not use Company business opportunities for their own benefit or that any Related Party, except where such an opportunity was first offered to the Company, and the Company has decided not to pursue it without the Director's influence. Furthermore, the Director's use of the business opportunity must have been previously authorized by the Board."
2. For the purposes of article 18, business opportunities mean any potential for investment or a commercial transaction that has arisen or has been discovered in connection with the exercise of the position of Director, or through the use of the Company's means and information, or circumstances in which it is reasonable to infer that the offer of the opportunity by a third party was, in reality, intended for the Company.
3. In a similar manner, Directors shall refrain from using the name of the Company or invoking their status as a Director of the Company to carry out operations on his own account or on behalf of its Related Parties.
4. For the purposes of these Bylaws, "Related Party" means, with respect to any Director, any individual or legal entity (including association, *joint venture*, trust, investment fund, *partnership*, agency or organization), depending on the specific case, including: (a) spouses, ascendants, descendants or collateral up to the third degree; (b) entities directly or indirectly controlled by the Director or a Related Party; (c) cases in which the Director or their Related

Party directly or indirectly holds significant influence (as defined by Brazilian GAAP); or (d) cases in which a Director, whether directly or indirectly, holds more than 20% (twenty percent) of the shares, membership units or securities entitling the holder to voting rights themselves or on the part of a Related Party.

Article 18. Information obligations

1. Directors must inform the Company, through the Board Secretary, of ownership interests that they hold in the capital of any company that has an identical, analogous, complementary or similar corporate purpose as the Company and the positions and functions that they perform in such company. Additionally, they must declare the direct or indirect execution of any type of supplementary activities that constitute the Company's corporate purpose. Directors must also inform the Company of:
 - a. all positions or activities they perform at other companies or entities, as well as their remaining professional obligations. Directors in particular must inform the Board before accepting any office of director or member of directors in another company or entity of;
 - b. any significant changes in their professional status that affect the character or conditions for which they were appointed to the position of Director;
 - c. judicial, administrative or any other proceedings brought against them and that, given their characteristics and importance, may affect the Company's reputation; and
 - d. any situation or occurrence in general that may be relevant to their performance as a Company Director.
2. In the event of a potential conflict of interest of any member of the Board of Directors, if the director who is in this situation does not express his conflict of interest, any other director may do so. In such cases, conflicts of interest will be determined by the Board of Directors and, if they are found to exist, a lack of a voluntary manifestation from the respective Director will be considered a violation of the *Related Party Transactions Policy*.

Chapter V. Board Composition

Article 19. Number of Directors

Pursuant to its Bylaws, the Board must be composed of a minimum of five (5) and a maximum of fifteen (15) permanent members, to whom alternates responsible for substituting for permanent members may be assigned. Permanent and alternate members must be natural persons, whether residents of Brazil or not, and may be elected and removed at any time at an Annual General Meeting. Directors will serve a single 3-year (three-year) mandate and may be reelected.

Article 20. Director classification

1. Board members will be classified according to the following categories:
 - a. **Internal directors:** Directors who exercise executive functions in the Company or maintain a relationship with the Company through which they act in the management, leadership or ordinary representation of their business activities.
 - b. **Related directors:** Directors who are appointed or nominated by a controlling shareholder and are not classified as internal directors.
 - c. **External directors:** Directors who are not classified as internal or related directors.

2. The appointment of external Directors must comply with applicable legal and statutory provisions and governance standards. Prior to being elected at an Annual General Meeting, the Company may assess whether nominees for external Director may perform their duties without being subject to relationships with the Company, any remaining Group company, or its managers or shareholders given their personal and professional conditions.
3. Directors' classifications shall not affect their autonomy in performing the duties of the position, nor the fulfillment of their duties of diligence, loyalty, and acting in the Company's interest.

Article 21. Requirements for investiture

1. Directors shall be vested in their respective positions by signing the respective investiture agreement within thirty (30) days of their election. This agreement will be recorded in the minutes for the respective meeting of the Board of Directors' and must include a declaration of a lack of impediments according to the requirements set forth in article 149, paragraph 2 of the Brazilian Corporations Act.
2. The investiture of the Directors will also be subject to their adherence to the Company's Governance and Sustainability System and, in particular, to the *Code of Conduct for Management, Employees and Suppliers*, without prejudice to specific adherence to the Company's remaining internal standards or policies as required under applicable regulations.
3. Directors must keep their personal data up to date with the Company's Office of the Superintendent for Corporate Governance, as well as make the declarations required under current legislation and the *Code of Conduct for Management, Employees and Suppliers*.
4. Directors must have general knowledge of the Company's activities, be familiar with accounting practices, financial management and other areas of business administration and have the skills and experience necessary for the exercise of the position.

Chapter VI. Positions

Article 22. Board Chair

1. The Board shall have one (1) Chair, who shall be elected from among the Board Members through a simple majority of votes at a Board meeting, as provided for in the Company's Bylaws. If the Board Chair is re-elected as a member of the Board at an Annual General Meeting, they will continue to hold the position of Chair without the need to be reelected by the Board, without prejudice to the Board's right to revoke the appointment by a simple majority vote from its members.
2. The positions of Board Chair and Chief Executive Officer or chief executive at the Company may not be held by the same person.
3. The Board Chair, without prejudice to remaining powers conferred therein under the Bylaws and applicable legislation, must:
 - a. call Shareholders' Meetings, when the Board decides to hold them, as well as install them and act as chair;
 - b. convene and chair Board meetings, set the agenda, and direct discussions and deliberations;
 - c. comply with and enforce these Bylaws;

- d. invite directors, employees, consultants, staff, and others deemed necessary and who can contribute to improving the information provided to Board members to attend Board meetings;
 - e. request, whether directly or through the Board Secretary, that specialized assistance be contracted at the Company's expense, including legal, accounting, technical, financial, commercial or other specialists, to address matters relevant to the Company in general or to the Board in particular;
 - f. ensure, through the Board, the effectiveness of the monitoring and evaluation system of the Company, the members of the Executive Board and the Board itself. The evaluations must be annual, and shareholders must be informed of the results;
 - g. ensure, with the support of the Board Secretary, that the Directors receive complete and timely information on the items on the agendas of the Board meetings in advance no later than the third (3rd) day prior to the respective meeting of the Board of Directors. The Chair must forward requests for clarification regarding questions or concerns to the Chief Executive Officer, and documentation from Advisory Bodies must be made available whenever they are summoned to a meeting;
 - h. organize, together with the Chief Executive Officer and the Board Secretary and under the Board's guidance, the participation of new Directors in onboarding and training programs that expose them to work activities and obtain information on the business of the Company and the Neoenergia Group, including those provided by entities specialized in generating and disseminating knowledge of best practices in corporate governance and related matters;
 - i. encourage debate by ensuring Directors are given the freedom to make decisions;
 - j. promote the work of the Advisory Bodies and ensure their effectiveness in the development of their functions and responsibilities, as well as ensure they are given the necessary material and human resources;
 - k. submit any proposal they deem appropriate for the proper functioning of the Company to the Board, specifically those corresponding to the functioning of the Board itself;
 - l. present proposals for updating these Bylaws and corporate governance and sustainability guidelines to the remaining Directors;
 - m. contribute to the Company's institutional relations with the Federal Government, States, Municipalities, regulatory bodies or agents (such as the National Electric Energy Agency - ANEEL and the Brazilian Securities and Exchange Commission - CVM), and other public institutions;
 - n. ensure that the Board inspects, evaluates and guides the Company's business, the members of the Executive Board and other managers of the Company; and
 - o. receive the notifications forwarded to the Board.
4. The Board Chair must grant the Directors leave.

Article 23. Board Vice-Chair

1. As provided for in the Company's Bylaws, the Board will have a single (1) Vice-President, whose election will be proposed by the Chair from among the Directors through a simple

majority of votes cast at a Board meeting. If the Board Vice-Chair is re-elected as a member of the Board at an Annual General Meeting, they will continue to hold the position of Vice-Chair without the need to be reelected by the Board, without prejudice to the right of revocation held by the Board through a simple majority vote from its members.

2. The Vice-Chair shall temporarily replace the Chair in their absence or in cases in which they are impeded from exercising their powers and shall hold the powers and responsibilities of the Chair in the exercise of this function.
3. The positions of Vice-Chair of the Board of Directors and Chief Executive Officer or the Company's principal executive may not be accumulated by the same person.

Article 24. Board Secretary

1. The Board Secretary shall be nominated by the Board Chair and elected through a simple majority vote from the Directors. The Secretary may or may not be a Director and shall serve a permanent mandate, which will remain in effect until the Board decides, by a majority of its members, to replace him.
2. The Secretary's duties are to:
 - a. centralize the Company's relations with the Directors in general with regard to the Board's functions in accordance with the Chair's instructions;
 - b. prepare and forward the calls of meetings containing a meeting agenda, which will be prepared jointly together with the Board Chair;
 - c. manage the distribution of documentation related to meeting agenda among Directors within the minimum period required before the meeting date so that they may review its contents and effectively participate in the analyses and deliberations within the deadlines provided for in these Bylaws, to the extent applicable;
 - d. make the necessary administrative arrangements for holding Board meetings, including summoning non-members whenever their presence is requested by the Chair;
 - e. collect the Directors' signatures in meeting minutes whenever necessary. Electronic signatures may be used in such cases;
 - f. maintain virtual files accessible to the Directors containing meeting minutes and documents that substantiated the meetings or that result from them;
 - g. provide for the safekeeping of corporate records and other documentation. Upon leaving their position, the Vice-Chair must transfer the corporate documentation to the secretary, who will maintain and safekeep these documents during established periods;
 - h. keep the minutes of Board meetings and the necessary public records, when applicable;
 - i. comply with the Directors' requests for data and information; in a similar manner, centralize the workflow of receiving requests from the Directors regarding information and documentation related to matters of which the Board should be made aware;
 - j. monitor pending issues and present them to the Chair to ensure they are reincluded in meeting agendas;
 - k. propose, draw up documents and support the implementation of the resulting measures to improve the functioning of the Board;

- l. the Vice-Chair may monitor meetings of Advisory Bodies, and contribute to preparing records of meetings and forwarding recommendations;
 - m. monitor the preparation of documents to be sent to the Directors, covering all the topics on the agenda of the Board meetings;
 - n. act as secretary for meetings of the Board;
 - o. draw up the minutes of the meetings of the Board, recording the essential points of the discussions and the deliberations;
 - p. centralize and assume responsibility for the workflow for receiving and sending communications and requesting information, of any nature: a) between shareholders and the Board; b) between the Directors and the Board Chair (and vice versa); and c) between the Executive Board and the Board. The Secretary must in such cases act in accordance with the Board Chair's instructions. In order to facilitate communication between the Directors and the Executive Board, questions and concerns and requests for information from the Directors must be sent through the Board Secretary and/or the Office of the Corporate Governance Superintendent;
 - q. ensure there is proper coordination between the Board and its Advisory Bodies, in particular with regard to the establishment of the necessary information workflows, and assess the appropriateness of the presence of the representatives from the Advisory Bodies requested by the Directors, given the matters to be addressed, the powers held by the respective body and the identity of individuals who have been summoned;
 - r. coordinate the provision of information that must be made available on the Company's website to the Finance and Investor Relations Boards (in the exercise of its duties related to investor relations) in compliance with the obligations imposed by current legislation and regulations and good corporate governance practices, provided that they do not conflict with the company's Bylaws;
 - s. advise the Board regarding the development and updating of the Company's Governance and Sustainability System, in compliance with the provisions of these Bylaws; provide information that must be incorporated into the Company's corporate website in accordance with the Governance and Sustainability System;
 - t. ensure the formal and material legality of actions taken by permanent management bodies, considering, among others, the provisions issued by the regulatory bodies and, in such cases, their recommendations, existing laws and the Company's Governance and Sustainability System;
 - u. ensure they are made aware of the investigation of complaints received against members of the Board of Directors according to the duties defined in the Company's Code of Conduct for Management, Employees and Suppliers and Compliance Office Bylaws; and
 - v. inform the secretary of Iberdrola, S.A.'s Board of Directors of the minutes for Annual General Meetings that are prepared. In a similar manner, the secretary must inform the Board of Directors of the decisions the Company has made as a shareholder of the Subsidiaries in which it is the sole shareholder.
3. In order to exercise their duties, the Secretary may rely, whenever necessary, on the support of the Company's Office of the Corporate Governance Superintendent, who will centralize and assume responsibility for the necessary bureaucratic and procedural functions –i.e.,

coordination of signatures and recognition of signatures on documents, when necessary, summoning non-members to appear at Board meetings, drawing up of Board meeting minutes in Company's records, among other matters that the Secretary deems pertinent. Additionally, the Secretary may, when and if necessary, rely on the support of the Company's Legal Executive Board in discharging their duties.

4. Remuneration received by Board Secretaries who are not Directors, members of governing bodies, or Company employees shall be approved by the Board through a majority vote from its members.

Chapter VII. Board Function

Article 25. Meetings

1. The Board of Directors shall meet as often as its Chair deems appropriate and at a minimum on five (5) occasions each year under ordinary circumstances in accordance with the corporate annual calendar defined by the Board. Special meetings shall be called by the Chair or, in cases in which they are absent, by the Board of Directors' Vice-Chair.
2. The dates and agendas of regular meetings must adhere to the annual corporate calendar, which will be defined by the Board Chair with the support of the Secretary after hearing from the Executive Board.
3. The Board shall approve the proposed annual calendar of ordinary meetings and the dates of the Shareholders' Meetings. Proposals must be submitted by the Secretary of the Board of Directors by the final meeting of each fiscal year.
4. In exceptional cases, the Chief Executive Officer may request that a special Board meeting be called, including a justification for calling the respective meeting, through means of a request sent to the Board Secretary, who will submit the request to the Chair and, subsequently notify the Chief Executive Officer of their decision.
5. At the Board Chair's request, any member of the Company's Executive Board, as well as any representative of the Company serving on the Boards of Directors at affiliates or Subsidiaries and persons who may help improve the information provided to the Directors may participate in Board meetings. Such persons must not participate in making decisions at the meeting. When deemed appropriate, the Board Chair may authorize that such persons take part in meetings remotely as provided for in article 29 of these Bylaws. The Secretary shall record in the minutes of the meeting the entry and exit of the guests at each meeting.
6. The Board may, at the Chair's request, request that an Independent Auditor or the Internal Auditing Department, as well as one or more members of the Compliance Office or any Company employee, be present at a meeting.
7. The Directors must receive the documents and information necessary for the exercise of their duties and resolutions within a maximum period of 3 (three) days prior to the date on which the meeting of the Board of Directors is held. Requests for information or documents shall be submitted through the Board Secretary.
8. Directors may review minutes for meetings of the Executive Board and the Audit Committee, when installed, as well as the Advisory Bodies

Article 26. Notice of meeting

1. Meetings of the Board will be called through any electronic means that allows for proof of such a call to be provided, in particular through the Board of Directors' website, which is a fundamental tool for the effective exercise of the Board's functions. The Office of the Corporate Governance Superintendent must forward calls of meeting to each Director no later than 3 (three) days before the meeting, indicating the matters to be addressed and the supporting documents that may be necessary to resolve upon matters on the agenda. Meetings of the Board may be held regardless of whether a call of meeting is issued if all Directors are present. Alternatively, calls of meeting and information may be sent to the email address Directors provided to the Company upon accepting their position, and Directors must notify the Company of any changes in their email. The Company will make available to the Directors technological and artificial intelligence tools that can contribute to the better exercise of their functions.
2. Between the date of convening and the date of holding the meeting, the Board Secretary may send the Directors updated supporting material as may be necessary for the matters to be deliberated upon and were sent to the Directors when the meeting was called.
3. On an urgent basis, meetings may be called by the Board Chair without observing the period provided for in Article 26. Notice of meeting 25.1 of these Bylaws, provided that all Directors are summoned.

Article 27. Installation, vacancies, leave and replacements

1. In order to be considered properly instituted, Board meetings must be provided the minimum quorum of a majority of the members serving a mandate.
2. In the event of absences or occasional impediments of any of the Board's permanent members, they will be replaced by their respective alternates, elected at a Shareholders' Meeting, if applicable. Board members must inform the Board Secretary and the Chair in advance of their absence so that their alternates may be summoned. There will be no replacement in the event of absences or occasional impediments of any of the other permanent members for whom there is no indication of an alternate.
3. Permanent Directors who are occasionally not able to participate in meetings shall be informed of the resolutions taken.
4. The Board Chair shall be replaced by the Board of Directors' Vice-Chair in cases where they are absent or impeded from discharging their duties. If both the Board Chair and Vice-Chair are absent, the Board shall be chaired by a Director elected from among the remaining members through a simple majority vote from the remaining directors.
5. A Director's position will be made vacant due to resignation, dismissal, disability, loss of office, a proven impediment, death or as a result of other events provided for by Law or applicable regulations. In such cases, the respective alternate Director may replace a permanent Director or their replacement may be appointed by the Directors at the next Annual General Meeting. In both cases, the substitute will only hold the position for the remainder of the replaced person's term of office.
6. If a Board member's resignation is requested, it must be delivered by letter or communication through electronic means and addressed to the Board Chair. The respective Director must sign the waiver agreement to be drawn up in the Meeting Minutes for the Board of Directors.

Article 28. Meeting location

Without prejudice to the provisions of these Bylaws regarding the holding of remote meetings, Board meetings shall preferably be held in person, at the Company's headquarters and may also be held at other locations.

Article 29. Multiconference systems – Meetings held using technology

If decided by the Board Chair, meetings held through multi-conference systems or any other means that allow the recognition and identification of participants remotely will be permitted. Such meetings must allow for permanent communication to be maintained between participants, regardless of their location, as well as their ability to speak and exercise of their vote in real time. Procedures must be adopted to ensure that participants remain connected, their identities can be confirmed, their confidentiality obligations are maintained, and business interests are protected by preserving access to the information that is transmitted and generated during the meeting, resolutions that are made, as well as the decisions and commitments that are adopted. Directors must observe security and privacy protocols established by the Company. Participants, wherever they may be, shall be deemed to be participants in one and the same meeting. The meeting shall be deemed to be held at the registered office.

Article 30. Votes cast in writing

In exceptional cases, meetings may be held in which decisions are taken by Directors casting their votes in writing. In such cases, the Directors must forward their votes, in writing, through the Board of Directors' website. Such votes shall be filed at the Company's headquarters and shall be valid for all legal purposes.

Article 31. Representation from another Director

1. On an extraordinary basis, Directors may be represented by another Director upon presenting and delivering the respective proxy instrument or voting-related orientations to the Board Chair. A copy must be delivered to the Board Secretary to be filed at the Company's headquarters. This instrument must include specific powers for representation at the meeting in question.
2. The specific power of attorney, as well as any voting guidance, when prepared in the form of a private instrument, do not require the recognition of signatures.

Article 32. Meeting agenda

1. Directors or the Chief Executive Officer, whenever they wish to include matters on meeting agendas, submit a proposal to the Board Chair, who shall notify the Directors and the Chief Executive Officer of the decision, as applicable.
2. Provided that they are submitted to the approval of the majority of the members of the Board, any items may be removed from the agenda of the meetings if they are not considered to be of an urgent nature, as well as those that are justified as a matter of urgency may be included.
3. Before calling a meeting and forwarding the agenda to the Board members, the Board Secretary shall submit the proposed meeting agenda to the Chair for approval with sufficient advance notice. The agenda of the meeting will be divided between the subjects of deliberation and information.
4. After the agenda is approved by the Board Chair, the Secretary shall arrange to call a meeting in accordance with the provisions of Board and company bylaws.

5. The inclusion of special matters on the agenda after it is approved by the Board Chair, Directors or the Chief Executive Officer shall be requested through the Secretary of the Board of Directors. The Secretary shall submit the proposal to the Chair and subsequently inform the Directors and the Chief Executive Officer of their decision, depending on the specific case.

Article 33. Resolutions and drawing up of meeting minutes

6. Resolutions will be made by the Board through a simple majority of votes from its members according to the provisions of the Company's Bylaws. They will be drawn up in internal or public meeting minutes, and meetings held by teleconference or videoconference shall also be considered.
7. Meeting minutes will be prepared by the Board Secretary with clarity and will record all decisions made, any expressions of conflicts of interest and subsequent abstentions from votes, responsibilities and deadlines. Minutes must be approved by the Directors present.
8. The Board Secretary must make meeting minutes available to the Directors by email or through the Board of Directors' website within five (5) days of the meeting. Once minutes are made available, Board members will have a period of up to 2 (two) calendar days to comment on their interventions. Failure to comment within this period shall be deemed to constitute agreement with the proposed text.
9. Meeting minutes may be prepared in the form of a summary, whenever necessary, and must exclusively describe resolutions intended to produce effects before third parties.
10. In the event that it is necessary to disclose meeting minutes drawn up in summary form before the Brazilian Securities and Exchange Commission (CVM), the Board Secretary must approve the final wording of such minutes in order to timely comply with regulatory requirements.
11. The minutes of the Board meeting containing resolutions intended to take effect before third parties shall be filed in the public register of commercial companies, as well as published and disclosed in accordance with the applicable legislation and regulations.
12. Once signed, meeting minutes will be made available on the Board of Directors' website.
13. The adoption of an electronic signature system validly recognized by the competent Brazilian bodies will be allowed.
14. The other minutes and specific items of a given Board meeting that contain strategic resolutions or that may jeopardize the legitimate interests of the Company will be filed at its headquarters as internal documents of the Board, of a confidential nature.

Chapter VIII. Board Advisory Bodies

Article 34. Board Advisory Bodies

1. The Board, for the purpose of obtaining advice and better performing its duties, may establish permanent or temporary advisory bodies ("Advisory Bodies"), in accordance with the provisions of the Company's Bylaws, under any name. The Board in such cases must define these bodies' objectives, powers, and composition. Advisory Bodies may adopt their own regulations, which must be approved by the Board.
2. The composition, operating standards, and authority of Advisory Bodies, and, where applicable, the remuneration received by their members, shall be determined by the Board in

accordance with the provisions of the Bylaws and reflected in the respective body's bylaws, if applicable.

3. For advisory purposes, the Board shall maintain, at a minimum, the following permanent advisory bodies, in accordance with the Company's Bylaws, the guidance and recommendations of which will not be binding upon the votes of the Board members: the Audit and Compliance Committee and the Executive Committee.
4. The responsibilities of the Advisory Bodies shall be defined by the Board, in addition to those that may be established in the internal regulations of the respective body, if adopted.
5. Permanent or temporary Advisory Bodies will not replace the remaining Management bodies. Regardless of the technical content of their activities, Advisory Bodies will not be responsible for making decisions, but rather to investigate and provide recommendations for resolutions to be taken by the Board.
6. Advisory Bodies shall study the matters within their competence and prepare proposals and make recommendations to the Board. The material necessary for the examination by the Board shall be made available together with the recommendation for consideration by the Board, and the Director may request additional information, if deemed necessary. Only the Board may take decisions on matters within its competence or that are brought to its deliberation.
7. Advisory Bodies may propose that the Board contract external consulting services to guarantee the effectiveness of their technical functions.
8. The members of the Advisory Bodies will be subject to the same responsibilities as the Director under the terms defined by law, applicable regulations, and company and Board Bylaws.
9. Advisory Bodies shall prepare minutes for their meetings and submit them to the Board.
10. The Board may establish "Working Groups" for the purpose of advising on specific issues that are not within the scope of Advisory Bodies' competence.

Article 35. Audit and Compliance Committee

1. The Audit and Compliance Committee constitutes an Advisory Body responding to the Board of Directors and will be composed of at least three (3) members, at least one (1) of whom must be an external Director. At least one (1) member must have recognized experience in corporate accounting matters. Members must be appointed by the Board.
2. The Audit and Compliance Committee will have a Chair and a Secretary, the latter of which must not be a Board member. Both the Chair and Secretary must be appointed by the Board. Members of the Audit and Compliance Committee who are also Directors will remain in their positions for the duration of their mandate as Board members.
3. The Audit and Compliance Committee shall be responsible for the powers assigned in its Bylaws.

Article 36. Executive Committee

1. The Executive Committee constitutes an Advisory Body reporting to the Board of Directors that performs an exclusively advisory function aimed at monitoring the execution of the Company's strategic guidelines and supporting analyses of matters of a strategic, financial and operational nature.

2. The Executive Committee is not constituted as a company executive body nor does it hold delegated powers. It is not granted any authorizations or powers conferred by law upon governing bodies, pursuant to Article 139 of the Brazilian Corporations Act. The term "Executive Committee" is used exclusively for internal identification purposes and does not imply the assignment of executive or management functions.
3. The Executive Committee will be composed of a minimum of four (4) and a maximum of eight (8) members of the Board of Directors and will be subject to the following mandatory minimum composition: (i) the Chair of the Board of Directors, who will coordinate and chair the committee; (ii) the Chief Executive Officer, whenever they are also a member of the Board of Directors, and (iii) 2 (two) other Directors. The Executive Committee shall elect a Secretary, whether from among its members or not.
4. In cases involving a vacancy, the Board of Directors may appoint a substitute from among its members, observing, whenever possible, the composition provided for in this article.
5. The Executive Committee, without prejudice to the remaining duties conferred therein by the Board of Directors, must:
 - a. monitor the execution of the Company's strategic guidelines, business plan and budget;
 - b. monitor the performance of the Executive Board and promote continuous dialog with its members in order to provide adequate strategic alignment;
 - c. identify and assess risks and opportunities that are relevant to the Company and report them to the Board of Directors;
 - d. analyze and issue a recommendation to the Board on any matters within the Board's competence submitted by the Board itself, the Executive Board or the Chair; and
 - e. analyze and issue an opinion on any matters within the competence of the Executive Board that they deem relevant to be submitted to the Executive Committee, without prejudice to the Executive Board's decision-making authority.
6. The Executive Committee shall meet, whenever necessary, upon notice being given by the Chair of the Board of Directors. Meeting minutes shall be drawn up containing the matters addressed. Meetings may be attended by members of the Executive Board and/or guests according to the nature of the matters subject to discussion.
7. Interaction between the Executive Committee and the Executive Board must observe principles of cooperation, transparency and strategic alignment for the purposes of:
 - a. promoting alignment between the execution of the Company's activities and the strategic guidelines established by the Board of Directors;
 - b. allowing for the timely identification and assessment of relevant risks and opportunities;
 - c. guaranteeing the proper flow of information between the Executive Board and the Board of Directors, and
 - d. contributing to the quality of the decision-making process, without prejudice to the Executive Board's autonomy in the use of its powers.
8. The Executive Committee may request any information from the Executive Board necessary in discharging its duties, which must ensure there is an adequate flow of information to the

Executive Committee, including by providing the materials and documents necessary for the analysis of the matters submitted in advance.

9. The performance of the Executive Committee will not affect nor limit the powers of the Executive Board, the Board of Directors or any of its Advisory Bodies, as provided for in applicable legislation and company and other applicable bylaws.
10. In the absence of specific rules, the provisions of the Audit Committee's Bylaws shall apply to the Executive Committee, provided they are consistent with the Executive Committee's characteristics and function.

Chapter IX. Remuneration of Directors

Article 37. Remuneration of Directors

1. The overall compensation of the Board shall be approved by the Shareholders' Meeting, and shall be paid monthly in a fixed amount to each Director, and no additional compensation shall be paid when more than one meeting is held or attended in a given month. By means of a specific waiver, the Directors may waive their compensation.
2. The remuneration received by the Board shall be provided to each Director on a monthly basis in a fixed amount, including during months in which no Board meetings are held.
3. Expenses necessary for the performance of the Board's activities are provided for in the budget for the Office of Corporate Governance Superintendent designated by the Company and must be sufficient to ensure its proper functioning.
4. Directors who participate in Advisory Bodies will be entitled to receive the corresponding remuneration in the manner established by the Board.

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