TITLE

BOARD OF DIRECTORS

1. PURPOSE OF THE INTERNAL CHARTER

1.1 This Internal Charter ("Charter") disciplines the functioning, structure, organization, duties and responsibilities of the Board of Directors ("Board") of Engie Brasil Energia S.A. ("Company"), of the committees linked to it ("Committees"), pursuant to the provisions of Law 6.404/76 ("Corporate Law"), of the regulations issued by the Brazilian Securities and Exchange Commission ("CVM"), of the Novo Mercado Regulations of B3 S.A. – Brasil, Bolsa, Balcão ("B3") and the Corporate Bylaws of the Company ("Corporate Bylaws"). This Charter applies to the Board and when the case, applies to each one of the Board Members individually.

1.2 This Charter applies to the Company and its controlled companies. Consequently, any references, in this Charter, to the term "Company" shall encompass the Company jointly with its controlled companies, where applicable.

2. MISSION OF THE BOARD OF DIRECTORS

2.1 The Board has as its mission to protect and valorize the assets of the Company and to maximize the return on investment, in a sustainable long-term manner, deciding the general strategy of the Company, approving and monitoring the objectives and actions to be decided and executed by the Management Board, always with the objectives set out in the short-, medium- and long-term, taking actions with the objective of the longevity of the businesses of the Company. The Board should have full knowledge of the values of the Company, proposals, and beliefs of the shareholders, seeking to ensure their improvement.

2.2 The Board is the administrative body of the Company of a collegiate nature, the wishes of which are expressed through deliberation and voting of the majority of its members, not granting its members, in isolation, any function in the management of the Company.

3. CORPORATE GOVERNANCE AND GUIDELINES

3.1 The Directors represent all the shareholders and in all cases they must act in the corporate interests of the Company.

3.2 Under all circumstances, every Director must undertake to preserve his independence in the analysis, judgement, decisions, and actions and to refuse any influence, direct or indirect, which can be exercised on him by other Directors, groups of shareholders, creditors, suppliers or, generally, by any third party.

3.3 Every Director is committed not to seek or accept of any corporation, related or otherwise to the Company, directly or indirectly, any advantages which may be deemed as compromising his independence, except in the case of remuneration due for the regular exercising of a function in the respective corporation or by the eventual owner of securities issued by the Company or by its controlled companies.

3.4 Pursuant to the principles of corporate governance, every Director exercises his functions in good faith with the care that a prudent person would take in the performance of this mission and in best form for promoting the interests of the Company, adopting the best practices of corporate governance, observing integrity.

3.5 The Board must carry out its functions always observing the following guidelines:

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(i) to promote and observe the corporate purpose of the Company;

(ii) to preserve the interests of the Company and the shareholders without losing sight of the other stakeholders;

(iii) to protect and valorize the assets of the Company and maximize the sustainable return on investment;

(iv) to seek to ensure the longevity of the Company, based on a long-term perspective and on one of sustainability, which incorporates considerations of an economic, social, environmental order and of good corporate governance in the decisions relating to the businesses and operations;

(v) to adopt an efficient management structure composed of qualified professionals and of undoubted reputation;

(vi) to formulate guidelines for the management of the Company, which shall be reflected in the annual plan;

(vii) ensure that the Executive Committee has internal mechanisms and controls to identify, assess, prioritize, mitigate, report, and monitor risks in order to maintain them at levels compatible with the organization's risk appetite;

(viii) to ensure that the strategies and guidelines are effectively implemented by the management board without however interfering in operational matters;

(ix) to avert and administer situations of conflict of interests or divergence of opinions such that the interests of the Company always prevail; and

(x) to have ample knowledge of the principles and values of the Company.

4. COMPOSITION AND TERM OF OFFICE

4.1 Pursuant to the Corporate Bylaws, the Board is composed of at least 5 (five) and at the most 9 (nine) effective members and an equal number of alternates, being among effective members, the chairman of the Board ("Chairman") and vice chairman, selected by the shareholders, pursuant to the law, with a unified term of office of 2 (two) years, reelection being permitted.

4.2 As set forth in the applicable legislation and the statutory rules, the election of the Directors shall be based on the personal and professional qualities of the same and the contributions they may make to the benefit of the management of the Company.

4.3 The Board shall include in the proposal of the management to the General Meeting for electing administrators, their manifestation contemplating:

(i) the adherence by each candidate to a position on the Board to the nomination policy;

(ii) explanation of reasons for nominating each candidate; and

(iii) the basis, in the light of the provision in this Charter and in the declaration mentioned in Article 17 of the Regulations of the Novo Mercado, on which the qualification of each candidate as an Independent Director is verified, where applicable.

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4.4 While the obligation established at the time of privatization continues in effect, one of the members of the Board, and their respective alternate shall be nominated by the employees in a direct ballot organized by the Company, this director and alternate being elected and ratified by the shareholders in the General Meeting.

4.5 Of the members of the Board, at least 2 (two) or 20% (twenty percent), whichever is the higher, shall be Independent Directors, as in the definition set forth in the Regulations of the Novo Mercado, the characterization of the nominees to the position of Independent Director to be decided by the General Meeting that elects them, being also considered as independent, the Director(s) elected as permitted in Article 141, paragraphs 4 and 5 of the Corporate Law.

4.5.1 In the event of the calculation of 20% (twenty percent) pursuant to the above paragraph, resulting in a fractional number, the Company shall adopt the rounding up to the next integer.

4.5.2 The attending of the criteria of independence shall be reexamined periodically whenever there is a renewal of term of office or a new election of the members of the Board, through the analysis of a form and declaration of independence to be completed and signed by the Director upon his candidacy.

4.5.3 Additionally, should he cease to fulfill the criteria of independence, the Independent Director shall communicate the fact with immediate effect to the Chairman of the Board and to the management of the Company.

4.6 Conditions for the investiture of an effective Director and alternate are:

(i) signature of their respective Instrument of Investiture which shall adherence to the provisions in the Regulations of the Novo Mercado of B3 and the arbitration commitment clause, under the terms set forth in the Corporate Bylaws;

(ii) to supply a legally binding clearance certificate and a private instrument which shall be filed at the head offices of the Company; and

(iii) signature of the Adherence Agreement to the Policy on Trading in the Securities of the Company and the Policy of Disclosure of an Act or Material Fact and committing to adhere to all the provisions therein.

4.7 On the date of investiture in the position, the Directors shall inform the Company as to the ownership of the securities issued by the Company itself, by its controlling or controlled companies, in the latter 2 (two) cases, contingent on these being publicly listed companies, pursuant to Article 11 of CVM Instruction 358 and the Company's Disclosure of Information and Securities Trading Policy.

4.8 On termination of the term of office, the Directors shall remain in the exercising of their positions until the investiture of the administrators that shall replace them, in accordance with the legislation and the Corporate Bylaws.

4.9 In the event of absence, temporary incapacity, or vacancy of any effective member of the Board, this member shall be replaced by the respective alternate director. In case of absence, temporary incapacity, or vacancy of the effective director and his alternate, the replacement shall be nominated by the remaining directors and shall remain in office until the next General Meeting. In the event of absence, temporary incapacity, or vacancy in the majority of positions, the General Meeting shall be convened to hold a new election.

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5. FUNCTIONS OF THE BOARD OF DIRECTORS

5.1 The Board shall have the functions set forth in the Corporate Bylaws of the Company, as well as the applicable regulations and legislation.

5.2 The Directors shall also observe the functions set forth in the policies and codes of the Company, including, but without limitation, the Risk Management and Business Opportunities Policy, Policy for Transactions with Related Parties and Code of Ethics.

6. DUTIES OF THE BOARD OF DIRECTORS

6.1 Duties of each Director, as well as those set forth in Law, in the applicable regulations and in the Corporate Bylaws are:

(i) to attend the meetings of the Board already prepared, having examined the documents held at his disposal, and participate actively and diligently in the meetings;

NOTE: Every Director must have a minimum attendance rate of 75% (seventy-five percent) at meetings. Absences will be excused if a valid justification is provided (medical leave, family emergency, or other justification deemed valid by the Board President).

(ii) to dedicate the necessary time and attention to fulfilling their obligations.

a) Directors may hold, in addition to their mandate as Directors in the Company, up to a maximum of 4 (four) mandates as board members, including executive board positions, in other listed companies.

NOTE: This restriction applies exclusively to listed companies, and does not extend, for example, to non-listed companies or non-profit institutions and organizations.

b) Should any Director propose to accept another position of Director in addition to those held on the occasion of his nomination, this fact shall have to be brought to the prior attention of the Chairman of the Board, on the basis of which the Chairman shall evaluate if the Director's new responsibilities shall allow him the necessary time to dedicate to his obligations as a Director of the Company. It shall be the responsibility of the Board of Directors to present the case to the General Meeting for approval pursuant to Paragraph 3, Item I, Article 147 of the Corporate Law.

(iii) to maintain the confidentiality of all and any information on the Company to which he has access due to the position he holds as well as demanding the same confidential treatment from the professionals which advise him, using the information only for the exercising of his functions as Director, failure to do so rendering him accountable for the act contributing to the improper disclosure of information;

(iv) to avoid intervening solely or jointly with a third party in any business with the Company, its controlled or affiliated companies of the administrators and its controlling shareholder as well as with other corporations which with any of these persons, integrate the same group on a de facto or de jure basis except with prior and specific approval of the Board;

(v) to declare, prior to any resolution that for any reason, he has a personal interest or conflict of interests with the Company in respect to a given matter submitted for his appreciation, as a result abstaining from its discussion and voting;

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(vi) to ensure the adoption of good practices of corporate governance by the Company;

(vii) to be fully aware that the Board, as a corporate body, is responsible for determining the objectives and the values of the Company, deciding its strategic business objectives, assuring the establishment of organizational structures and procedures for reaching its objectives, assuring the control over the Company, and supplying information and clarifications to the shareholders; and

(viii) prior to accepting his functions and during the exercise of their duties, to familiarize himself and stay updated on the legal, regulatory, and internal norms of the Company associated to his function, the Corporate Bylaws of the Company, its policies, and the procedures of the Board, to be delivered upon the invitation to the position, and with any other element of knowledge which the Board deems necessary, as well as to stay informed about market practices and the Company's sector of activity, actively participating in the continuous training courses and events offered by the Company (see chapter 10).

6.2 Every Director may not:

(i) fail to inform the Company and the Board on commercial opportunities of which he is aware and that may be of interest to the Company;

(ii) use, for himself or for any other, or allow a third party(ies) to use opportunities of which he is aware by virtue of his position as administrator of the Company, even when the Company has no interest or is unable to use them, including without limitations, to acquire or sell goods or rights; contract clients or suppliers of the Company; to use any business which has been offered to the Company or which the Company has evaluated; to contract services or explore activities of which he had the opportunity to evaluate in his position as Director;

(iii) use confidential information of the Company for his own gain or that of third parties;

(iv) practice an act of forbearance at the expense of the Company, pursuant to Paragraph 4, Article 154 of the Corporate Law;

(v) use for his own gain, property pertaining to the Company without prior authorization of the Board;

(vi) receive any improper or disproportional advantage in the light of the exercising of his position; or

(vii) participate directly or indirectly in the management of corporations competitors of the Company or of its controlled companies, unless expressly waived by the General Meeting, pursuant to Paragraph 3, item I, Article 147 of the Corporate Law, observing item 6.1(ii) above.

7. DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

7.1 The Chairman of the Board has the following functions without derogating from others granted to him by the Corporate Bylaws and the law:

(i) to ensure the efficacy and the good performance of the body;

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(ii) to ensure the efficacy of the system for monitoring and evaluation, on the part of the Board, the Company, the management board and, individually, of the members of each of these bodies;

(iii) to match the activities of the Board with the interests of the Company, of its shareholders and other stakeholders;

(iv) to organize and coordinate, with the collaboration of the secretary to the Board, the agenda of the meetings, receiving input from other directors and, if the case, the chief executive officer, and the other officers;

(v) to coordinate the activities of the other Directors;

(vi) to ensure that the Directors receive complete and timely information on the items included on the agenda of the meetings;

(vii) to submit to the Board a proposal for apportioning of compensation of the Directors, pursuant to the guidelines in the remuneration policy of the Company;

(viii) to chair the meetings of the Board and the General Meetings, pursuant to the provisions of the Corporate Bylaws; and

(ix) to organize, together with the chief executive officer, whenever a new member of the Board is elected, an induction and training program for the new Director, as a means to enable him to become acquainted with the relevant activities and gain information on the organization.

7.2 In his absences or incapacity, the Chairman of the Board shall be replaced by his alternate and in the absence of the latter, by the vice chairman.

7.3 The positions of Chairman of the Board and chief executive officer may not be accumulated by the same person, except in the event of a vacancy, on which occasion the guidance set forth in the sole paragraph to Article 20 of the Regulations of the Novo Mercado must be observed.

8. MEETINGS OF THE BOARD OF DIRECTORS

8.1 The Board shall meet, ordinarily, 6 (six) times every year and, extraordinarily, whenever the interests of the Company require it.

8.2 The meetings of the Board shall be convened with at least 3 (three) business days prior notice, by its Chairman or by members representing, at least, 1/3 (one third) of its members, notice of convening being waived in the event that all members attend.

8.2.1 The convening of the meetings of the Board must be made in writing, including by electronic mail, and contain the agenda of the day and the matters to be deliberated in the respective meeting.

8.1.1.1 The Chairman of the Board, assisted by the secretary, shall prepare the agenda of the meetings, having received input from the other Directors and the chief executive officer and, if the case, the other officers.

8.1.1.2 The Chairman may include matters relevant to the deliberation in the agenda, not shown in the original agenda.

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8.1.1.3 Should 2 (two) or more Directors insist as to the inclusion of a given matter in the agenda, despite having been previously rejected, the Chairman shall include it.

8.1.1.4 The manifestation of the Directors shall obligatorily be in written form and must be received by the Company within a maximum of 2 (two) days after becoming aware of the decision of the Chairman not to include the proposal in the agenda of the meeting, in the event of which the Chairman shall send a fresh convening notice to the Directors.

8.1.2 The agenda and the documentation necessary for the examination of the matters set forth therein shall be made available to the Directors at least, 3 (three) business days prior to the date of the meeting. In the event of an extraordinary meeting, in view of the urgency of the convening, it shall be incumbent on the Chairman of the Board to decide the minimum term, within which period the agenda shall be sent.

8.1.3 When applicable, the matters submitted for the appreciation of the Board shall be instructed with the proposal and/or manifestation of the Management Board, opinion of the appropriate Committees, legal, financial, or technical opinions, as well as any other pertinent documentation, necessary to the examination of the matter and to the validation of the decision taken by the Directors.

8.1.4 The information submitted shall be strictly confidential, the exclusive property of the Company, and shall be sent to the Directors allowing them to adopt a decision on the matter in hand and may not being revealed to third parties or used for any other ends.

8.2 The quorum for installation of the meetings of the Board shall be the presence of the majority of its members, being permitted participation by conference call, videoconference, electronic mail or by any other means of communication which allows the identification of the Director and the communication with all the other persons participating in the meeting.

8.3 The quorum for installation having been verified, the work shall adhere to the following order:

(i) opening of the session;

(ii) rendering of the initial clarifications by the Chairman, if the case;

(iii) succinct reading and without interjections for discussion of the agenda of the day to be submitted for voting, if the case;

(iv) presentation, discussion, submission of proposals and voting of the matters of the agenda of the day, in the order proposed by the Chairman; and

(v) presentation of proposals, opinions, and communication of the Directors if the case.

8.4 Matters and decisions taken in the meetings of the Board shall be valid if they receive a favorable vote by the majority of members present, it being incumbent on its Chairman, in case of a tie, to have the casting vote.

8.5 Minutes of the meetings of the Board shall be drafted, the said minutes recorded in the Register of Minutes of the Board of Directors of the Company and, whenever they contain decisions destined to produce effects on third parties, the minutes must be filed with the appropriate Board of Trade and published in full or through extracts, in the Investor Relations website of the Company, filed in the system of the CVM, pursuant to the Corporate Bylaws and Corporate Law

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8.5.1 The minutes shall be transcribed clearly, and shall register all the decisions taken, voting abstentions due to conflicts of interest, responsibilities, and terms. The minutes shall be signed by all those present and be the object of formal approval.

8.5.2 The minutes shall be prepared according to the principle that the rule is transparency and that confidentiality is the exception. In this context, the minutes shall be published through the Empresas.NET system of the CVM with at least a list of those attending, the beginning and the end of the meeting, items on the agenda and a summary of the respective deliberations. The confidential items shall be omitted and marked “CONFIDENTIAL” in the respective item on the agenda.

8.5.3 The Directors who have divergences in relation to the conduct of the Company’s business or of an act proposed, must ensure that their divergence is recorded in the minutes or where this is not possible, in a document received by the chair.

8.5.4 In case of deliberations or debates which have been the object of conflict between Directors, the minutes shall be signed before the conclusion of the respective meetings.

8.6 Every Director is committed to express their opinions clearly and to use all means at his disposal to convince the Board on the validity of their position, should they consider that a decision proposed by the Board tends to be contrary to the interests of the Company.

8.7 The meetings shall be suspended or concluded when circumstances so require, at the request of any Director and with the approval of the Board.

8.7.1 In the event of suspension of the meeting, the Chairman shall arrange the date, time and place for its continuation, the necessity of a new convening of the Directors being waived.

8.8 The Board may permit the presence of other participants in its meetings for accompanying the deliberations and/or to provide clarifications of any nature, such participants however having no voting rights.

8.9 Board meetings shall regularly include exclusive sessions/moments for the directors, without the presence of the Company's executive officers or other guests, for alignment among the directors and discussion of topics that may cause discomfort.

8.10 Alternate directors will always be invited and encouraged to participate in Board meetings, so they can follow the discussion of topics and stay updated on the progress of the Board activities.

9 CONFLICT OF INTERESTS

9.1 All Directors shall inform the Board, in full and beforehand, any conflict of interest, real or potential, direct, or indirect, that he may have. Any Director with a conflict if interests may not participate in any discussion or vote on a question related to the said conflict of interests, ensuring that the nature of their impediment be registered in the minutes of the meeting of the Board.

9.2 Should the member with the conflict of interest with the Company not comply with the obligation established in the foregoing item, the remaining Directors, should they have knowledge of same, must do so.

10. BOARD OF DIRECTORS’ REGULAR EDUCATION

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10.1 The Board of Directors will have a regular schedule of courses and events for education on relevant topics for the Company, including, but not limited to, risk management, sustainability, and ethics.

11. EVALUATION OF THE BOARD OF DIRECTORS

11.1 At regular intervals which may not be more than 2 (two) years, the Board shall realize an evaluation of their functioning, observing the procedures set forth in the Policy for Evaluation of Performance of Directors, Officers and Members of Committees and in the Reference Form.

12. ADVISORY COMMITTEES

12.1 An audit committee for advising the Board pursuant to the Company's Corporate Bylaws and Regulations of the Novo Mercado shall be installed on a permanent basis.

12.2 The audit committee shall operate in an autonomous manner and shall have an internal charter and its own budget, approved by the Board, detailing its functions and operational procedures. The members of the audit committee shall be submitted to the same duties, obligations, and prohibitions pursuant in law, in the Corporate Bylaws or in the Regulations of the Novo Mercado as the Company administrators.

12.3 In addition to the audit committee, the Board may create, if deemed necessary, additional committees for advising the management of the Company. The composition, powers, term of office and functioning of the committees and their members shall be decided in the terms of the provision in the Regulations of the Novo Mercado, when applicable or by the Board of Directors upon the creation of the committee.

12.4 When due, the Board shall establish the remuneration of the members of the members of the committees.

12.5 The members of the committees are subject to the same duties as the Directors as set forth in the Corporate Bylaws, in this Internal Charter, as well as to the duties and responsibilities of the administrators as set forth in articles 153 to 159 of the Corporate Law.

12.6 The function of a member of a committee cannot be delegated and must be exercised respecting the duties of loyalty and diligence, as well as avoiding any situations of conflict that may affect the interests of the Company and its shareholders.

12.7 When directors serve as members of Company Committees, the duration of their mandate will follow the duration of their mandate on the Board of Directors.

13. GENERAL PROVISIONS

13.1 In case of conflict between the provisions in this Charter and the Corporate Bylaws of the Company, the provisions in the Corporate Bylaws shall prevail.

13.2 Omissions in this Charter, any doubts on interpretation and eventual amendments to its provisions shall be decided in a meeting of the Board, in the manner set forth in the Corporate Bylaws and in this Charter.

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13.3 This Charter shall come into effect on the date of its approval by the Board and shall be filed at the head offices of the Company.

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