TÍTULO

SUSTAINABILITY COMMITTEE

1. PURPOSE

To establish the guidelines governing the functioning of the Sustainability Committee (“Committee”) of ENGIE Brasil Energia (“Company”), instituted by the Board of Directors.

2. INTRODUCTION

The Sustainability Committee is a non-statutory body, permanently installed, and of a multidisciplinary composition, reporting directly to the Board of Directors ("Board"), and has as its mission, to propose targets and actions related to sustainability in alignment to the Sustainable Management Policy of the Company and with its Purpose to act in order to accelerate the transition to a carbon neutral society.

3. COMPOSITION

3.1 COMPOSITION AND TERM OF OFFICE

3.1.1 The composition of the Sustainability Committee is the responsibility of the Company’s Board of Directors through the approval of this Charter.

3.1.2 The Sustainability Committee shall be chaired by the Chief Sustainability Officer of ENGIE Brasil Energia (“Coordinator”). The duties of the Coordinator are listed under item 4.2.

3.1.3 In addition to the Coordinator, the Sustainability Committee comprise the members listed below:

- Executive Vice President of Finance and Investor Relations;
- Executive Vice President of Human Resources;
- Chief Regulation, Strategy and Communication Officer.

3.1.4 The term of office of the Sustainability Committee members shall be concluded when these cease to occupy the roles indicated in item 3.1.3, or at any time, pursuant to a decision taken by the party responsible for their appointment.

3.1.5 In the event of a vacancy in the Committee, the Board of Directors shall make every effort to ensure that the replacement takes place quickly with a view to maintaining the composition of the Committee in full.

3.1.6 The appointment of Committee Secretary is incumbent on the GRS Department, an employee being designated by the Coordinator to this end.

3.2 CONDUCT

3.2.1 The conduct of the members of the Sustainability Committee shall be based on the principles enshrined in the Code of Ethics of ENGIE Brasil Energia, and by its analogous Policies (*e.g.*, conflict of interests, combat of corruption, human rights), as well as any other principles and guidelines instituted by the formal normative documents of the Company including its Corporate Bylaws.

3.3 REMUNERATION

3.3.1 The criteria for remuneration (or lack thereof) of the members of the Committee is established in the Company’s Remuneration of Directors and Committee Members policy, approved by the Board of Directors of the Company.

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4. DUTIES

4.1 The duties of the Sustainability Committee are as follows:

a) To advise the Board of Directors and to support its resolutions in matters relating to sustainability, reporting relevant information obtained in the exercising of its duties set forth in subsequent items, in order to contribute such that the resolutions of the Board are always based on the principles of Sustainability and Corporate Social Responsibility.

b) To propose alterations and improvements to the Sustainable Management Policy and other policies and guidelines of ENGIE Brasil Energia directly related to sustainability, as well as opining on its mission, values, and vision.

c) To propose to the Executive Board, objectives, targets and actions of corporate sustainability in alignment with the commitments of the Company to sustainable development, and to monitor their compliance by the executive areas, in addition to providing technical and consultative support within the scope of the actions intended for their attendance.

d) To propose the focusing of resources on actions which present the best perspectives for contributing to the sustainable development of the regions where the Company operates, in alignment with the internal guidelines of private social investment.

e) To propose the development of new businesses aligned to the principles of sustainability and suggest actions for mitigation of socio-environmental risks in the new projects.

f) To propose sensibilization, awareness and training programs in sustainability concepts and practices for internal and external audiences, collaborating with the Company's activity as a disseminator of sustainable development.

g) To suggest and opine on actions relating to the engagement of stakeholders in order to contribute to the creation of a proactive system of insertion of the Company in social and environmental issues relevant to the communities in which it operates.

h) To be cognizant and comply with all the provisions of this Charter.

4.2 The duties of the Coordinator of the Sustainability Committee are:

a) Assisted by the Secretary, to establish an annual schedule of ordinary meetings of the Committee, disseminating it to members.

b) To formally represent the Committee with the Board or other management body, frequenting its meetings or rendering information when required.

c) To sign and approve the formal communications of the Sustainability Committee, including to communicate resolutions.

d) Assisted by the Secretary, to prepare the semi-annual executive report of the actions of the Sustainability Committee, and disseminate it among the members of the Committee, the Executive Board and the Board of Directors.

e) To comply and ensure compliance with the provisions of this Charter.

5. FUNCTIONING

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5.1 FREQUENCY AND FORM OF THE MEETINGS

5.1.1 The Sustainability Committee shall meet ordinarily six times every year, being preferably once every two months and extraordinarily at any time, in the light of the guidelines of item 5.2.2.

5.1.2 The meetings may be conducted online through the instrument for holding meetings adopted by the Company as a whole and conditional on due identification and manifestation of the members and observing the principles of privacy and data security incorporated in ENGIE Brasil Energia's Policies.

5.2 CONVENING

5.2.1 The convening of the meetings shall be affected by the Coordinator, or at the behest of the Coordinator, by the Secretary, who will be responsible for providing the necessary support documentation.

5.2.2 Extraordinary meetings may be convened by the Coordinator at any time, or by any other member of the Committee, conditional on being agreed by the Coordinator or by the majority of the members, and pursuant to the guidelines for a minimum quorum set forth in item 5.3.1.

5.3 HOLDING OF THE MEETING, QUORUM AND RESOLUTIONS

5.3.1 The meeting of the Sustainability Committee shall be deemed valid having as a minimum quorum, the simple majority of its members. In the context of its resolutions, exceptionally, should a minimum quorum not be reached, the meeting may be deemed valid when all absent members express their respective positions subsequently in writing.

5.3.2 At the meetings, the Coordinator of the Committee shall lead the work, providing guidance in the debates and the resolutions, it being incumbent on the Coordinator:

a) to open, suspend and conclude the work;
b) to rule on questions of order;
c) to put to the vote the matters discussed;
d) to disclose the resolution adopted at the meeting;
e) to authorize the discussion of matters not included on the meeting's agenda.

5.3.3 The resolutions shall be adopted by a simple majority among the members present at the meeting, respecting the minimum quorum established in item 5.3.1, the deciding vote falling to the Coordinator in the event of a tie.

5.3.4 With respect to the urgency of examining a given matter or impossibility of holding a meeting, a resolution may be adopted without a meeting, conditional on the manifestation of all the members of the Committee in writing.

5.3.5 The Committee member in a position of conflict of interests with relation to a given matter shall declare such a position pursuant to the Company's Prevention of Conflicts of Interests Policy and while, with the agreement of the Coordinator, able to present information on the matter, shall not enjoy voting rights.

5.4 ABSENCES

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5.4.1 In the event of absence, the Committee member may delegate their participation in writing to another employee in their area in the Company or, in the case of a member of the Board of Directors, another member of the Board of Directors, effective or alternate, the substitute having, in the case of a resolution, voting rights.

5.4.2 In the absence of the Coordinator, the latter shall appoint another member of the Committee to conduct the meeting, being that in the case of a resolution, their substitute shall have simple voting rights, albeit in this case, the deciding vote not being applicable, and in the case of a tie, the resolution being subject to the manifestation in writing on the part of the Coordinator.

5.4.3 In the absence of the Secretary, the Coordinator shall exceptionally appoint another member of the Committee to take over the Secretary's duties during the course of the meeting.

5.5 RECORDING OF MATTERS DISCUSSED

5.5.1 The meetings of the Sustainability Committee shall be recorded in minutes by the Secretary, issued in a corporate system, showing the order number, date, place, members present, report of the work and resolutions adopted.

5.6 INVITEES

5.6.1 The Sustainability Committee may convene for participating in an agenda or specific meeting any employee, Officer or member of the Committees and Boards of the Company and its subsidiaries, or a person external to the Company and duly submitted for clearance, the invitee not enjoying voting rights in the resolutions.

6. OTHER PROVISIONS

6.1 ACCESS TO INFORMATION, CONFIDENTIALITY AND FILING

6.1.1 The members of the Sustainability Committee shall have access to any information necessary to perform their duties and are obliged to maintain professional confidentiality, including after relinquishing their term of office on the Committee, with respect to information which is not in the public domain, obtained in the exercising of their function, in no way being able to pass on matters, of which they are cognizant, to third parties.

6.1.2 All documentation related to the activities of the Sustainability Committee shall be filed by the Secretary in a corporate environment and in accordance with the provisions of the Data Security Policy and other applicable internal guidelines.

6.2 EXECUTIVE REPORT

6.2.1 Every six months, the Coordinator of the Sustainability Committee shall present a report on the activities carried out by the Committee to the Chief Executive Officer, the Executive Board and the Board of Directors of the Company, filing an executive report to the secretaries of each one of these bodies.

6.3 OMISSIONS, APPROVAL OF THE CHARTER AND DURATION

6.3.1 Omissions in this Charter may be resolved by the Sustainability Committee itself, in the event of disagreement, the Coordinator being able to submit the question to the Board of Directors.

6.3.2 This Charter is approved by the Board of Directors and may only be modified by Board resolution.

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6.3.3 This Internal Charter shall come into effect as of the date of its approval.

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