Management proposal for the Extraordinary General Meeting of December 19, 2025



ENGIE Brasil Energia S.A.

CNPJ: 02.474.103/0001-19

NIRE: 42 3 0002438-4

Serra do Assuruá Wind Complex

SUMMARY

SUMMARY **1**

MANAGEMENT PROPOSAL FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON DECEMBER 19, 2025, IN COMPLIANCE WITH THE BRAZILIAN SECURITIES AND EXCHANGE COMMISSION (CVM) RESOLUTION NO. 81, OF MARCH 29, 2022 (RCVM 81/2022), AND ITS SUBSEQUENT AMENDMENTS **2**

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The items above are integral to this Management Proposal ("Management Proposal" or "Proposal") and comply with the provisions of Law 6,404 of December 15, 1976, as amended ("Corporations Law") and CVM Resolution No. 81 of March 29, 2022 ("CVM Resolution No. 81/22").

MANAGEMENT PROPOSAL FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON DECEMBER 19, 2025, IN COMPLIANCE WITH THE BRAZILIAN SECURITIES AND EXCHANGE COMMISSION (CVM) RESOLUTION NO. 81, OF MARCH 29, 2022 (RCVM 81/2022), AND ITS SUBSEQUENT AMENDMENTS

The Management of ENGIE BRASIL ENERGIA S.A. ("Company") hereby presents to the Shareholders the following proposals to be deliberated at the Extraordinary General Meeting ("EGM"), to be held on December 19, 2025, at 9:00 a.m., exclusively in digital format pursuant to CVM Resolution No. 81/22.

- **Bylaws Amendment.**

  Whenever the general meeting of shareholders is called to amend the Corporate Bylaws, the Company must provide, at least, the following documents and information (article 12 of RCVM 81/2022):

  Copy of the Bylaws containing, highlighted, the proposed changes and a report detailing the origin and justification of the proposed changes and analyzing their legal and economic effects which are presented in Annexes I and II of this document (article 12, sections I and II of RCVM 81/2022).

- **Remote voting ballot, as referred to in art. 26 of RCVM 81/2022.**

  The Company informs that it will adopt the remote voting system for this meeting, as provided for in article 26 of RCVM 81/2022. The remote voting ballot will be published by the Company on November 19, 2025, the same date this Management Proposal is delivered. This document can be accessed on the Company's website (www.engie.com.br/investidores/), under the heading: Investors – Remote Voting, on the CVM website (www.cvm.gov.br), and on the B3 website (www.b3.com.br).

ATTACHMENT I – COMPARATIVE TABLE OF STATUTORY CHANGES

Proposal for Bylaws Amendment

(to be deliberated at the 42nd EGM, convened for December 19, 2025)

COMPARATIVE TABLE

Current Reading	Proposed Reading	Justification
Article 5 – The subscribed capital stock is R$ 4,902,647,710.37 (four billion, nine hundred and two million, six hundred and forty-seven thousand, seven hundred and ten reais and thirty-seven cents), totally subscribed and paid in, divided into 815,927,740 (eight hundred and fifteen million, nine hundred and twenty-seven thousand, seven hundred and forty) shares, all of them common, nominative, no-par value. [...] **Article 8** - The Corporation may, by resolution of the Board of Directors and irrespective of amendment hereto, increase its capital up to the limit of R$ 7,000,000,000.00 (seven billion reais).	**Article 5 –** The subscribed capital stock is ~~R$ 4,902,647,710.37 (four billion, nine hundred and two million, six hundred and forty-seven thousand, seven hundred and ten reais and thirty-seven cents)~~, R$ 6,863,706,794.52 (six billion, eight hundred and sixty-three million, seven hundred and six thousand, seven hundred and ninety-four reais and fifty-two centavos) totally subscribed and paid in, divided into ~~815,927,740 (eight hundred and fifteen million, nine hundred and twenty-seven thousand, seven hundred and forty)~~ 1,142,298,836 (one billion, one hundred and forty-two million, two hundred and ninety-eight thousand, eight hundred and thirty-six) shares, all of them common, ~~nominative~~ book-entry and no-par value. [...] **Article 8** - The Corporation may, by resolution of the Board of Directors and irrespective of amendment hereto, increase its capital up to the limit of ~~R$ 7,000,000,000.00 (seven billion reais)~~ R$ 25,000,000,000.00 (twenty-five billion reais).	The proposed amendment aims to update Article 5 of the Company's Bylaws to reflect the capital increase approved by the Board of Directors at the 283rd Meeting of the Board of Directors, held on November 5, 2025. The Board, exercising the powers conferred by Article 8 of the Bylaws, approved the capital increase in the amount of R$ 1,961,059,084.15 (one billion, nine hundred and sixty-one million, fifty-nine thousand and eighty-four reais and fifteen cents), through the capitalization of part of the balance recorded in the Retained Earnings Reserve account. The proposed change aims to raise the authorized capital limit because the share capital is already close to the currently authorized amount. The proposal has no immediate economic effect on the Company.

ATTACHMENT II – PROPOSAL FOR BYLAWS AMENDMENT

Copy of the Corporate Bylaws containing the proposed changes and report containing the origin and justification of the proposed changes and their legal and economic effects.

BYLAWS
Proposal for Statutory Amendment to be deliberated at the 42nd Extraordinary General Meeting, called for December 19, 2025

ENGIE BRASIL ENERGIA S.A.
Open Company
CNPJ n.º 02.474.103/0001-19
NIRE 4230002438-4 | CVM Code n.º 01732-9

CHAPTER I
Name, Organization, Head Office, Duration and Purpose

Article 1 – ENGIE BRASIL ENERGIA S.A. ("Company") is a corporation governed by these Bylaws, by Law 6,404 of December 15, 1976 ("Brazilian Corporate Law") and other applicable standards.

Paragraph 1 – With the admission of the Corporation to the special listing segment denominated Novo Mercado of the B3 S.A. – Brasil, Bolsa, Balcão ("B3"), the Corporation, its shareholders, including controlling shareholders, and members of the fiscal council, are subject to the provisions of Novo Mercado Listing Rules ("Novo Mercado Rules").

Paragraph 2 – The provisions of the Novo Mercado Rules shall prevail over the statutory provisions in the bylaws, in the event of violation of rights of the beneficiaries to the public offerings pursuant to these Bylaws.

Paragraph 3 – The terms and definitions beginning with capital letters in these Bylaws, when not defined in the said Bylaws themselves, shall have the meaning pursuant the Novo Mercado Rules.

Article 2 – The Corporate Head Office and jurisdiction are in the city of Florianópolis, Santa Catarina, at Rua Paschoal Apóstolo Pítsica, 5064, Agronômica CEP 88025-255; the Corporation may open branches, subsidiaries, agencies and offices in Brazil and abroad; the Corporation may open, alter and close branches, subsidiaries, agencies and offices in Brazil upon the decision of the Board of Executive Officers and abroad, upon the decision of the Board of Directors.

Article 3 – The Corporation has an indeterminate duration.

Article 4 – The Corporate purpose is:

I – to study, design build and operate electric power plants and transmission systems, as well as to carry out company acts arising from these activities, such as the sale of electric energy, wholesale and retail;

II – to take part in research of interest to the energy industry, concerning the generation and distribution of electric power, as well as studies for the use of reservoirs for multiple purposes;

III – to contribute to the training of technical staff needed by the electric power industry, as well as to build the capacity of specialized workers, by providing specific courses;

IV – to take part in organizations dedicated to the operational coordination of interconnected electrical systems;

V – to take part in regional, national or international technical, scientific and business associations or organizations of interest to the electric industry;

VI – to contribute to environmental preservation in the performance of its activities;

VII – to cooperate in programs related to the promotion and incentive to the national industry of materials and equipment designed for the electric energy industry, as well as to its technical regulations standardization and quality control; and

VIII – to have an interest, as a partner, shareholder or stockholder, in other companies in the energy industry.

CHAPTER II
Capital and Stock

Article 5 – The subscribed capital stock is ~~R$ 4,902,647,710.37 (four billion, nine hundred and two million, six hundred and forty-seven thousand, seven hundred and ten reais and thirty-seven cents)~~, R$ 6,863,706,794.52 (six billion, eight hundred and sixty-three million, seven hundred and six thousand, seven hundred and ninety-four reais and fifty-two centavos) totally subscribed and paid in, divided into ~~815,927,740 (eight hundred and fifteen million, nine hundred and twenty-seven thousand, seven hundred and forty)~~ 1,142,298,836 (one billion, one hundred and forty-two million, two hundred and ninety-eight thousand, eight hundred and thirty-six) shares, all of them common, ~~nominative~~ book-entry and no-par value.

Paragraph 1 - Shares issued by the Corporation may be kept in custody accounts in the name of their respective holders, as uncertified shares, in a financial institution appointed by the Board of Directors.

Paragraph 2 - Whenever the stock ownership is transferred, the custodian financial institution may charge the seller a transfer fee, within the limits established by the Brazilian Securities and Exchange Commission – CVM.

Paragraph 3 – The Corporation may not issue preferred shares or founder's shares.

Paragraph 4 - Pursuant to the law, shareholders dissenting from a resolution of the General Meeting and that have exercised right of withdrawal shall have their shares reimbursed at the net equity value published in the last balance sheet approved by General Meeting, the right pursuant to Paragraph 2, Article 45 of the **Brazilian Corporate Law** being guaranteed.

Article 6 - The Corporation may issue simple or convertible debentures.

Article 7 – Capital increases shall be carried out by means of public or private stock subscription, by conversion of debentures or capitalization of reserves, as allowed by law; the payment of the shares shall comply with the rules and conditions established by the Board of Directors.

Sole paragraph – Shareholders who fail to pay up according to the rules and conditions mentioned herein shall be legally deemed in default and subject to monetary restatement, interest at 12% (twelve percent) per year and a penalty of 10% (ten percent) on the overdue amount.

Article 8 – The Corporation may, by resolution of the Board of Directors and irrespective of amendment hereto, increase its capital up to the limit of ~~R$ 7,000,000,000.00 (seven billion reais)~~ R$ 25,000,000,000.00 (twenty-five billion reais).

Paragraph 1 - In addition to the other conditions concerning the issue of new shares, it is incumbent on the Board of Directors to determine the issue price and the deadline for the payment of the subscribed shares.

Paragraph 2 – The Board of Directors may approve the issue of new shares without giving the preemptive right to senior shareholders if the sale is made on the stock exchange, by public subscription, or in exchange for stock in a public buyout.

Article 9 – The Corporation may issue single or multiple share certificates. Stock splits or reverse splits will be carried out on request; the requesting shareholder will pay for all the expenses arising from the replacement of the certificates.

Sole paragraph – The services of stock conversion, transfer and splits may be temporarily discontinued, conditional on the compliance with the rules and limitations set by the laws in force.

CHAPTER III
Shareholders' Meetings

Article 10 – The annual shareholders' meeting shall be held within the first four (4) months following the end of the fiscal year, at a date and time previously established, to:

I – take cognizance of the management accounts, examine, discuss and vote the financial statements;

II – determine the destination of the net income for the year and the distribution of dividends; and

III – to elect the members of the Company's board of directors, and the fiscal council, and establish the aggregate compensation of the members of the board of directors and the additional stipend for the members of the Committees, if the case.

Article 11 - The general meeting shall be held whenever required, subject to the applicable laws and these bylaws concerning the call, installation and resolutions.

Article 12 – The general meetings shall be chaired by the Chairman of the Board of Directors or, in his/her absence or incapacity, by whomever the shareholders may choose, and a secretary elected among the shareholders present.

Article 13 – The call notice may condition attendance to the general meeting on the fulfillment of the applicable legal requirements, shareholders substantiating their status as such, the required documents being delivered 72 (seventy-two) hours prior to the date on which the meeting is scheduled to be held.

Sole Paragraph – It is exclusively incumbent on the General Meeting besides the matters pursuant to Article 10 of the Corporate Bylaws and applicable law, to decide the following matters:

I – decide on the Company's proposal to deregister from the Novo Mercado and to close the capital;

II – select the institution or specialized company charged with determining the fair price of the Corporation for the purposes of the public offerings pursuant to chapters XII and XIII of these Corporate Bylaws, among the companies nominated by the Board of Directors; and

III – decide on plans to grant stock options to management and employees of the Company and of other corporations directly or indirectly controlled by the Company, without preemptive rights.

CHAPTER IV
Management

Article 14 – The Corporation shall be managed by a Board of Directors and a Board of Executive Officers.

Article 15 - The shareholders' meeting shall determine the compensation of the members of the management and fiscal council. In the event such compensation is determined as an aggregate amount, such amount will be apportioned among its members, the directors and members of the fiscal council.

CHAPTER V
Board of Directors

Article 16 - The Board of Directors is comprised of a minimum of 5 (five) and a maximum of 9 (nine) directors and an equal number of alternates. One of the directors shall be appointed Chairman of the board and another the Vice Chairman by the shareholders, as provided by law, for a two-year term of office, and may be reappointed.

Paragraph 1 – One of the members of the board of directors, and their respective alternate, shall be nominated by the employees by direct vote to be organized by the Company; the said director and alternate to be elected and confirmed by the shareholders at the general meeting.

Paragraph 2 - Should a vacancy on the Board of Directors occur, it will be filled by the proper alternate. In the event of the vacancy both of the director and his/her alternate, it will be filled by a director appointed by the remaining directors, who shall hold office until the next general meeting. Should the majority of positions be vacant, a general meeting shall be convened for the purpose of holding a new election.

Paragraph 3 – The investiture of the members of the Board of Directors, effective and alternates, shall be conditional on the signature of their respective Investiture Instrument which shall incorporate adherence to the provisions to B3's Novo Mercado Rules and the commitment clause pursuant to Article 40.

Paragraph 4 - Of the members of the board of directors, at least 2 (two) or 20% (twenty percent), whichever is the larger, shall be Independent Directors, as defined in the Novo Mercado Rules and in the Internal Charter for this Board, the respective characterization of those nominated to the position of Independent Directors to be decided by the General Meeting which elected them, also being considered as independent, those directors elected pursuant to Article 141, paragraphs 4 and 5 of the Brazilian Corporate Law.

Paragraph 5 -When in the light of the calculation of 20% (twenty percent) referred in the foregoing paragraph, the result is a fraction, the Company shall adopt a rounding up to the immediately higher whole number.

Paragraph 6 – At the end of their term of office, the Directors shall remain in the exercise of their positions up to the investiture of the new directors who shall replace them pursuant to the law and these Corporate Bylaws.

Paragraph 7 – The positions of Chairman of the Board of Directors and Chief Executive Officer of the Corporation may not be accumulated by the same person.

Article 17 – The Board of Directors shall meet ordinarily, 6 (six) times a year, and whenever the corporate best interests require, convened as determined in these Corporate Bylaws.

Article 18 – The Board of Directors meetings shall be called with at least 3 (three) working days' notice by its chairman or by members representing at least one-third (1/3) of the directors, calling being waived when all members are present. The board of directors shall decide by a majority of votes, the chairman having the casting vote in the event of a tie.

Paragraph 1 – The convening of the meetings of the Board of Directors shall be made in writing, including by electronic mail, and include the agenda of the day and the matters to be decided at the respective meeting.

Paragraph 2 – The quorum for installing the meetings of the Board of Directors shall be the attendance of the majority of its members, participation being authorized through conference call, videoconference, electronic mail of any other means of communication that permits identification of the Director and communication with all remaining participants in the meeting.

Article 19 – The Board of Directors shall have the following duties:

I – to determine the overall direction of the Corporate businesses;

II – to appoint and remove officers and determine their duties, subject to the provisions hereof;

III – to supervise the officers' performance;

IV – to install the Special Independent Committee for Transactions with Related Parties ("Independent Committee") whenever the Company or corporation under its control, intends to negotiate with the related party, any operation, business, agreement or transaction, the approval of which is within the authority of the Board of Directors or the general meeting, pursuant to the rules set out in the regulations of the Independent Committee and to decide on the recommendation presented by this Committee;

V – to call the general meeting;

VI – to opine on the management report and the accounts of the Board of Executive Officers;

VII – to approve the global annual budget of the Corporation, including expenditures associated with the supporting bodies to the Board of Directors and to internal audit;

VIII – to approve agreements and commitments and amendments thereto, worth over R$ 50,000,000.00 (fifty million reais), subject to the provisions of the sole paragraph hereof;

IX – to propose to the general meeting the issue of debentures under conditions that are not within their original scope of authority;

X – to decide on the issue of debentures convertible into common shares, up to the limit of the authorized capital deducted from the capital already subscribed and, if the case, from the previous issues of convertible debentures decided by the Board of Directors; on the conditions lawfully delegated by the shareholders' meeting; and on the opportune nature of the issue;

XI – to approve the granting of co-signature or guarantee to third parties, except those offered by the Company to its subsidiaries, which require the approval of the Board of Executive Officers, within the limits established in subsection VIII and in the sole paragraph of this Article;

XII – to approve the pledge or divestiture of the Corporate fixed assets worth over R$ 50,000,000.00 (fifty million reais);

XIII – to decide on the purchase and divestiture of Corporate stock, determining the respective prices and conditions;

XIV – to decide on the issue of new shares, their issue prices, and other issue conditions, subject to the provisions hereof;

XV – in the cases provided for herein, to declare interim dividends from the income shown in the half-yearly financial statements, or in the case of shorter periods, for retained earnings or surplus reserve, as well as the credit or payment of interest on shareholders' capital;

XVI – to decide on the issue of commercial papers, as well as on the issue of subscription bonuses;

XVII – to define a list of three companies specialized in economic analyses of companies for the preparation of an evaluation report of the shares of the Corporation in the event of a public offering for the acquisition of shares for the cancellation of the registration of a listed company or for deregistration from the Novo Mercado;

XVIII – to approve or reject any public offering for the acquisition of shares involving shares issued by the Corporation, based on a prior well founded opinion, disclosed in up to 15 (fifteen) days from the publication of the notice of the public offering for the acquisition of shares, which should include at least (i) the convenience and opportunity of the public offering for acquisition of shares with respect to the interests of the shareholders as a whole and in

relation to the liquidity of the securities of its ownership; (ii) the repercussions of the public offering for the acquisition of shares on the interests of the Corporation; (iii) the strategic plans announced by the offeror in relation to the Corporation; (iv) alternatives to acceptance of the Public Offering and available in the market and (v) other points which the Board of Directors deem as pertinent as well as information required by the applicable rules as set forth by the CVM;

XIX - to appoint and dismiss the independent auditors and approve any other agreement to be signed with the company rendering independent audit services;

XX - to appoint and remove the Company's internal audit manager, approve the annual internal audit activities plan, and the resources it may require to perform;

XXI – to approve the internal charter of the Company; and

XXII – to decide on matters not provided for herein.

Sole paragraph – The limit set in the foregoing item VIII does not apply to the agreements for the commercialization of electric power, for the purchase of fuel for the production of electrical power, or to the agreement for the use of the transmission and distribution system (CUST and CUSD) and the contracting of acceptable and necessary financial and surety instruments for guaranteeing legal processes and for financial settlement of the operations conducted within the scope of the Electric Power Trade Board. The contracting of such activities must comply with the approval limits defined below, with subsequent notice to the Board of Directors:

I – Agreements for the purchase and sale of electrical power and subsequent acts linked to them including the contracting of financial and surety instruments acceptable and necessary for guarantee:

a) up to 20 average MW per month, limited to 1,000 GWh for the duration of the contract: approval by two Company's executive officers;

b) above 20 average MW per month and up to 150 MWa per month, limited to 7,500 GWh for the total duration of the contract: approval by Company's Chief Executive officer jointly with an executive officer; and

c) above 150 average MW per month or above 7,500 GWh for the total duration of the contract: approval by the Board of Directors, except for contracts signed between the Company and those in which it has a stake of more than 90% in the share capital, for which approval will be given by the CEO together with another director of the Company;

II – Energy export and import contracts, CUST and CUSD, and subsequent acts linked to them including the contracting of financial and surety

instruments acceptable and necessary for guarantee: approval by Company's Chief Executive Officer and an executive officer; and

III – and for the contracting of acceptable and necessary financial and surety instruments for guaranteeing legal processes and for financial settlement of operations conducted within the scope of the Electric Power Trade Board: approval by two executive officers.

Article 20 – In the event of his/her absence or incapacity, the Chairman of the board shall be replaced by the Vice Chairman.

CHAPTER VI
Board of Executive Officers

Article 21 – The Board of Executive Officers shall be comprised up to 9 (nine) officers elected by the Board of Directors, serving a 3- (three) year term of office, eligible for reelection.

Paragraph 1 – The duties and powers of the board of executive officers will be determined by the board of directors pursuant to the Internal Charter of the Company's Executive Board which must appoint the chief executive officer and the investor relations officer, whose duties may be accumulated and exercised by a single officer. The remaining officers may or may not have a specific designation as per the decision of the board of directors.

Paragraph 2 – The investiture of the members of the board of directors shall be conditional on the signature of their respective Investiture Instrument which shall include adherence to the Novo Mercado Rules of B3 and the commitment clause in Article 40.

Paragraph 3 – With the termination of their term of office, the Officers shall remain in the exercise of their positions until the investiture of the officers replacing them pursuant to the terms of the law and these Corporate Bylaws.

Article 22 – The Board of Executive Officers shall meet regularly, at least once a month, and whenever special meetings are called, as set forth herein.

Article 23 – The meetings of the board of executive officers shall be called by the chief executive officer or two (2) executive officers with prior notice of at least 2 (two) working days, this being waived when all executive officers are present. The board of executive officers will decide by simple majority of votes; the chief executive officer having the casting vote in the event of a tie.

Sole paragraph – The quorum for installation of the meetings of the Board of Executive Officers shall be the attendance of the majority of its effective members, participation being authorized through conference call, videoconference, electronic mail or by any other means of communication that permits identification of the Officer and communication with all remaining participants in the meeting.

Article 24 – The Board of Executive Officers is charged with the general management and with representing the Corporation, subject to these Bylaws as well as the guidelines and duties determined by the Board of Directors.

Paragraph 1 - In the performance of their duties, it is incumbent on the Board of Executive Officers to:

I – establish the rules and guidelines in the light of the general guidance for business set forth by the Board of Directors;

II – prepare the financial statements and the management report for analysis of the board of directors and approval of the General Meeting, where applicable;

III – prepare the Company's annual budget, manner in which it will be implemented and the general plans of the Company;

IV – approve any review of the agreed annual budget, subject to observing the overall amounts approved by the Board of Directors.

V – prepare the internal regulations of the Company and submit them for approval of the board of directors;

VI – establish limits and levels of authority for the representation of the Company by proxies; and

VII – deliberate on other matters attributed to the Board of Executive Officers by the board of directors or by the general meeting.

Paragraph 2 – The following duties are incumbent solely on the Chief Executive Officer:

I – presiding over the Board of Executive Officers meetings;

II – coordinating and guiding the activities of all other executive officers, in their respective areas;

III – assigning special activities and tasks to any of the executive officers, irrespective of their usual duties; and

IV – ensuring the compliance with the resolutions of the Board of Directors and Board of Executive Officers.

Paragraph 3 - The Investor Relations Officer is responsible, in accordance with the applicable regulations:

I - to be responsible for providing information to the market, the CVM and market entities;

II - to represent the Company before the CVM and market entities;

III - to coordinate and guide the relationship and communication between the Company, its shareholders, potential investors, the CVM and other bodies in which the Company has securities admitted to trading;

IV - to ensure that the Company complies with the legislation and regulations relating to the securities market;

V - to keep the corporate books and ensure that their entries are in order;

VI - to keep the publicly-held company registration updated with the CVM and other control bodies that operate in the securities markets in which the Company's securities are admitted to trading.

Article 25 – In the case of temporary incapacity, leave or vacation of any executive officer, the Board of Executive Officers shall appoint another executive officer to take on his/her duties.

Article 26 – In the event of a vacancy, the Board of Executive Officers shall appoint another executive officer to hold the office for the remaining term, until the next meeting of the Board of Directors, when the vacancy shall be filled.

Article 27 – The Company shall be represented actively and passively in acts which create obligations or discharge third parties in the name of the Company through the joint signature of two officers, but subject to the provisions of the following paragraphs.

Paragraph 1 – The executive officers may appoint proxies to represent the Corporation, acting always jointly with an executive officer or another duly empowered proxy, or, severally.

Paragraph 2 - Powers of attorney shall be granted by two (2) executive officers, specifying the authority granted and the duration, except for the power of attorney to represent the Corporation in any action at law, in equity and arbitration, which may of an indeterminate duration.

CHAPTER VII
Auxiliary Management Bodies

Article 28 - The Company shall have a permanently installed Audit Committee for advising the Board of Directors.

Paragraph 1 - The Audit Committee shall operate on an autonomous basis and shall have an Internal Charter, approved by the Board of Directors of the Company, detailing its operational functions and procedures. The members of the Audit Committee shall be subject to the same duties, obligations and restrictions contained in law, in these Corporate Bylaws or in the Novo Mercado Rules as apply to the Company's management.

Paragraph 2 - The powers, mandate and functioning of the Committee and its members shall be defined in the terms of the provision in the Novo Mercado Rules.

Paragraph 3 - At its discretion, the Board of Directors, may create additional Committees for advising the Company's Management. The composition, powers, term of office and functioning of the Committees and their members shall be defined in the terms of the provision in the Novo Mercado Rules, when applicable.

Paragraph 4 - When due, the Board of Directors shall establish the compensation of the members of the Committees.

Article 29 - The Audit Committee shall be composed of at least, 3 (three) members, all appointed by the Board of Directors, 1 (one) of them at least being an Independent Director of the Board and 1 (one) of them with recognized experience in corporate accounting matters.

Paragraph 1 - The same member of the Audit Committee may accumulate both the qualifications referred to in the caption sentence.

Paragraph 2 - The Audit Committee shall have 1 (one) coordinator who shall exercise his activities in conformity with the definition in the Internal Charter of the said Committee, duly approved by the Board of Directors.

Paragraph 3 - The functions of the Audit Committee, in addition to those defined in its Internal Charter, shall be:

I - to opine on the hiring and dismissal of the independent auditor's services and on the hiring of the independent auditor for any other service without limitation on the provision in subsection XVIII of Article 19;

II – to evaluate the quarterly information, intermediate statements and the financial statements;

III – to accompany the activities of the internal audit and the Company's internal controls area;

IV – to evaluate and monitor the Company's risk exposures; and

V – to evaluate, monitor and recommend to the Company's management the correction or improvement of the Company's internal policies including the policy for transaction between related parties.

Sole paragraph – The Audit Committee shall have the means to receive and handle information with respect to non-compliance with legal and normative provisions applicable to the Company as well as its regulations, charters, manuals and internal codes, also providing for the specific procedures for protecting the provider of information as well as the confidentiality of information.

CHAPTER VIII
Fiscal Council

Article 30 - The Fiscal Council shall function permanently, comprising of at least 3 (three) effective members and an equal number of alternates, elected by the general meeting to serve until the subsequent ordinary general meeting, with re-election permitted.

Sole paragraph – The investiture of the members of the fiscal council, both effective and alternates, shall be conditional on the signature of their respective Investiture Instrument which shall include adherence to the provision in B3's Novo Mercado Rules and the said commitment clause in Article 41.

CAPÍTULO IX
Fiscal Year and Financial Statements

Article 31 – The fiscal year shall end on December 31 of each year. The financial statements shall comply with the Novo Mercado Rules and the applicable laws.

Paragraph 1 - The distribution of dividends not below thirty percent (30%) of the net income, indexed as required by law, is mandatory; the destination of total income for the year shall be submitted to the general meeting.

Paragraph 2 – The Corporation shall prepare half-yearly balance sheets; the Board of Directors may declare interim dividends on the basis of such financial statements.

Paragraph 3 – The Corporation may prepare a balance sheet and distribute interim dividends for lesser periods provided the dividends paid in each half of the fiscal year do not exceed the capital reserves pursuant to Paragraph 1, Article 182, from the Brazilian Corporate Law.

Paragraph 4 - The Board of Directors may declare interim dividends, from retained earnings or surplus reserves existing in the last annual or half-year balance sheet.

Paragraph 5 - The Corporation, upon decision of the Board of Directors, may credit or pay the shareholders interest on capital, subject to the applicable legislation. The amounts paid or credited by the Corporation as interest on capital may be posted as prepaid mandatory dividends, pursuant to the applicable laws.

Article 32 – Dividends not claimed within three (3) years shall revert to the Corporation.

CHAPTER X
Divestiture of the controlling interest

Article 33 – Direct or indirect sale of a Controlling Interest in the Company, whether in a single operation or in a series of operations, shall be agreed upon on the suspensive or resolutory condition that the acquiring party undertakes to make a Public Offering for the acquisition of the shares from the remaining shareholders of the Company, thereby ensuring them equal treatment to that enjoyed by the Divesting Controlling Shareholder, and subject to the terms and conditions provided by the laws and regulations in effect and in the Novo Mercado Rules.

Sole Paragraph – The public offering mentioned above shall also be required in the event of:

I – the sale of rights to the subscription of shares and other securities, or rights to convertible securities that may result in the Divestiture of the Controlling Interest in the Corporation; or.

II - in the case of indirect divestiture, that is, the sale of the control of the corporation which holds a controlling interest in the Company, the acquiring party shall disclose the value attributed to the Company in this sale for the purposes of defining the price of the Public Offering, as well as disclosing the documentation which justifies this amount.

CHAPTER XI
Corporate Reorganization

Article 34 – In a corporate reorganization which involves the transfer of the Company's shareholding base, the corporations resulting from this reorganization shall request their entry into the Novo Mercado within a period of up to 120 (one hundred and twenty) days from the date of the general meeting which approved the said reorganization.

Sole paragraph – Should the corporations resulting from the said reorganization not intend to request entry into the Novo Mercado, the majority of the shareholders of the Free Float present at the general meeting which decides on the corporate reorganization, shall agree to this new structure.

CHAPTER XII
Deregistration

Article 35 – In the public offering for the acquisition of shares, to be made by the Controlling Shareholder or by the Company, for deregistration as a publicly listed corporation, the minimum price to be offered shall correspond to a fair price, the shareholder being permitted to request a new evaluation of the Company, respecting the legal norms and applicable regulations.

Paragraph 1 – The deregistration of the Company will only take place if the shareholders of more than 1/3 (one thirds) of the Free Float have accepted the terms of the Public Offering in order to proceed with the sale of their shares in the Public Offering auction or in the event of no sale, expressly agreeing to the deregistration of the Company.

Paragraph 2 – The shareholders agreeing to the Public Offering may not be subject to prorating in the sale of their stake, pursuant to the procedures for waiving the established limits pursuant to the regulations of the Brazilian Securities and Exchange Commission applicable to public offerings for the acquisition of shares.

Paragraph 3 – The Offeror is obliged to acquire the Free Float of the remaining shareholders within a period of 1 (one) month from the date that the Public Offering Auction is held, at the final price established in the said Auction, restated to the date of effective payment of the shares, pursuant to the notice and legislation and regulations in effect, which shall occur within a maximum term of 15 (fifteen) days from the date the shareholder exercises their right to sell their shares.

CHAPTER XIII
Deregistration from the Novo Mercado

Article 36 – The Company may decide in a general meeting on deregistration from the Novo Mercado, irrespective of the holding of a Public Offering of Shares, by a majority of votes of holders of shares in the Free Float in attendance at the said meeting, pursuant to the Novo Mercado Rules.

Sole Paragraph – The general meeting for deregistration from the Novo Mercado by the Company, shall be installed with a quorum of shareholders representing at least 2/3 (two thirds) of the total Free Float, on the first calling. In the event that this quorum of shareholders present is not reached, the meeting shall be installed on a second calling with the presence of any number of holders of shares comprising the Free Float.

Article 37 – The voluntary deregistration of the Company may also take place through a Public Offering of Shares pursuant to the terms in Chapter XII of the Corporate Bylaws and current regulations of the Brazilian Securities and Exchange Commission, in accordance with the following criteria:

I – establishing a fair price for the offer of shares, pursuant to the Corporate Law, the shareholders being permitted to request a new evaluation of the Company;

II – acceptance of the Public Offering by more than 1/3 (one third) of the holders of the shares in the Free Float with the sale of their shares or in the event of no sale, with their agreement for deregistration.

Article 38 – The deregistration of the Company from the Novo Mercado due to noncompliance with the Novo Mercado Rules is conditional on the holding of a public offering for the acquisition of shares, pursuant to the terms of Chapter XII and Article 36 of Chapter XIII of these Corporate Bylaws.

Sole paragraph – In the event of the percentage for the acquisition of the Free Float not being reached for deregistration from then Novo Mercado, following the holding of the Public Offering, the shares of the Company's issuance shall continue to trade for a term of 6 (six) months in the do Novo Mercado, as from the date of the holding of the Public Offering, without limitation on the imposition of eventual monetary sanctions.

CHAPTER XIV
Dissolution, Liquidation and Extinguishment

Article 39 – The Company shall go into liquidation, dissolution and extinguishment in cases in law or by decision of the general meeting.

Paragraph 1 – The board of directors shall nominate the liquidator and establish his fees as well as the form and guidelines for the said liquidation, dissolution and extinguishment of the Company.

Paragraph 2 – The fiscal council shall operate during the period of liquidation.

CHAPTER XV
Arbitration

Article 40 – The Corporation, its shareholders, management and members of the fiscal council, both effective and alternates, undertake to submit to arbitration, through the Novo Mercado Arbitration Panel, any and every dispute or controversy that may arise among them, related with or arising from their condition as issuer, shareholders, management and members of the fiscal council and, in particular, the application, validity, enforcement, interpretation, violation and their effects, of the provisions in the Corporations Laws and of the Securities' Market, the Company's Corporate Bylaws, rules issued by the National Monetary Council, the Central Bank of Brazil and the Brazilian Securities and Exchange Commission, as well as the other rules applicable to the capital markets in general, besides those of the Novo Mercado Listing Rules and the Rules of Arbitration, of the other Regulations of B3 and the Novo Mercado Registration Agreement.

CHAPTER XVI
Miscellaneous

Article 41 - Employees may receive a share of the profits or income, not linked to their pay, upon decision adopted by the general meeting, subject to the applicable laws.

Article 42 - The Company, its members of the board of directors, fiscal council and committees, shall be governed by the provisions of their Internal Charters, Code of Conduct, B3's Novo Mercado Rules, Manuals of Policy for Disclosure of Information and Securities Trading Policy.

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