Management Proposal for the Ordinary and Extraordinary General Meeting of April 25, 2025



ENGIE Brasil Energia S.A.

CNPJ: 02.474.103/0001-19

NIRE: 42 3 0002438-4

Serra do Assuruá Wind Complex

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PROPOSAL FROM THE MANAGEMENT FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING TO BE HELD ON APRIL 25, 2025, PORSUANT TO THE BRAZILIAN SECURITIES AND EXCHANGE COMMISSION (CVM) RESOLUTION No. 81, OF MARCH 29, 2022 (RCVM 81/2022), AND ITS SUBSEQUENT AMENDMENTS

Pursuant to article 10 of the RCVM 81/2022, the Company must supply the following documents and information at least 1 (one) month prior to the date of the Annual Ordinary and Extraordinary General Meeting (OEGM):

Management Report and Financial Statements (article 10, sections I and II, of RCVM 81/2022)

The Complete Annual Financial Statements, including the Management Report, were filed with the CVM and B3 on February 20, 2025 and published in the newspaper Notícias do Dia, in an online version and in a summarized printed version in the physical newspaper, pursuant to CVM Guidance CVM 39, of December 20, 2021 and the Article 289, I and II, Law 6.404 of December 15, 1976, and amendments, on March 25, 2025. This document can be accessed on the websites of the Company (www.engie.com.br/investors/financial-information), CVM (sistemas.cvm.gov.br), and B3 (www.b3.com.br/pt_br/produtos-e-servicos/negociacao/renda-variavel/empresas-listadas.htm).

Management comments on the Company's financial position in accordance with item 2 of the Reference Form (article 10, section III, of RCVM 81/2022)

Information concerning the comment of the Managers on the Company's financial situation is available in Attachment I of this document.

Report (opinion) by the Independent Auditors (article 10, section IV, of RCVM 81/2022)

The Report (opinion) by the Independent Auditors is contemplated in the Company's Annual Complete Accounting Statements.

Fiscal Council Report, including dissenting votes, if any (article 10, section V, of RCVM 81/2022)

The Fiscal Council Report is contemplated in the Company's Annual Financial Statements, noting that there were no dissenting votes.

Standard Financial Statements Form - DFP (Sole Paragraph, article 10, section I, of RCVM 81/2022)

The Standard Financial Statements form (DFP) was published by the Company on February 20, 2025, on the same date of the submission of the Management Report and the Complete Annual Financial Statements. This document can be accessed on the websites of the Company (www.engie.com.br/investors/financial-information/), CVM (sistemas.cvm.gov.br) and B3 (www.b3.com.br/pt_br/produtos-e-servicos/negociacao/renda-variavel/empresas-listadas.htm).

Proposed allocation of net profit for the year containing at least the information indicated in Attachment A of RCVM 81/2022 (Sole paragraph, article 10, section II, of RCVM 81/2022)

The proposal of net profit allocation for the fiscal year ended December 31, 2024 is available in Attachment II of this document.

Statement by the Audit Committee, if any (Sole paragraph, article 10, section III, of RCVM 81/2022)

The Opinion of the Audit Committee is included in the Company's Complete Annual Account Statements.

Whenever the general meeting of shareholders is called to elect Directors or members of the Fiscal Council, the Company must provide, at least, the following documents and information (article 11 of RCVM 81/2022):

At least the information shown in items 7.3 to 7.6 of the Reference Form with respect to the candidates nominated or supported by the management or by the controlling shareholders (article 11, section I, of RCVM 81/2022)

The aforementioned data are shown in Attachment III of this document. At this OEGM will take place the installation and subsequent election of members of the Fiscal Council. Therefore, if the aforementioned body is installed, its members, indicated by the Management, will be those presented in Attachment III of this document.

The Article 30 of the Company's Corporate Bylaws provide that the Fiscal Council shall not be permanent functional, being installed only at the request of the shareholders in accordance with the legislation. When installed, the Fiscal Council shall be comprised of up to 3 (three) effective members and an equal number of alternates, with a 1 (one) year term of office. For the General Meeting that shall decide the installation of the Fiscal Council, it shall be incumbent to set the respective remuneration in compliance with the legal minimum amount.

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 (article 12, sections I and II of RCVM 81/2022)

A copy of the Company's Bylaws containing the proposed amendments and the report detailing the origin and justification of the proposed amendments and analyzing their legal and economic effects are presented in Attachment IV of this document.

Whenever a General Shareholders' Meeting is convened to set the compensation of the members of the Management, the Company shall provide at least the following documents and information (article 13 of RCVM 81/2022):

Information concerning the compensation of management based on item 8 of said Reference Form (article 13, sections I and II, of RCVM 81/2022)

The information based on item 8 of the Reference Form, relating to the proposed remuneration of the Management, is available in Attachment V of this document.

Information concerning proposed employee profit sharing in fiscal year 2024

The proposal of employee profit sharing can be found in Attachment VI hereto.

ATTACHMENT I – MANAGEMENT'S COMMENTS

Management's comments on the Company's financial position, based on item 2 of the Reference Form

2.1 Financial and equity conditions

The accounting information contained in item 2 of this Management Proposal should be read in conjunction with the Company's individual and consolidated financial statements for the fiscal years ended December 31, 2024 and 2023, as well as their respective explanatory notes, which were prepared in accordance with accounting practices adopted in Brazil, as well as the International Financial Reporting Standards ("IFRS"), issued by the International Accounting Standards Board ("IASB") and registered with the CVM. The accounting practices adopted in Brazil comprise those provided for in Brazilian corporate law and in the pronouncements, guidelines and interpretations issued by the Accounting Pronouncements Committee ("CPC") and approved by the CVM.

The Directors' analysis clarifying the results obtained and the reasons for the fluctuation in the values of the Company's equity accounts constitutes an opinion on the impacts or effects of the data presented in the financial statements on the Company's financial situation. The Company's Management cannot guarantee that the financial situation and results obtained in the past will be reproduced in the future. The information presented below has been assessed and commented by the Directors. Accordingly, the assessments, opinions and comments presented herein reflect the Directors' view and perception of the Company's activities, business and performance, and are intended to provide investors with information that will help them compare the Company's financial statements for: **(i)** the fiscal years ending December 31, 2024 and 2023; **(ii)** the changes in the main lines of these financial statements from period to period; and **(iii)** the main factors explaining such changes.

In addition, the information in this "*Attachment I - Management's Comments*", unless otherwise indicated, is expressed in local currency (in millions of Reais).

a. General financial and equity conditions

Based on the liquidity and debt indicators exposed below, Management understands that the Company's financial and equity conditions are appropriate to the execution of its capital and investment expansion plans, as well as to meet its liquidity requirements and meet its short- and long-term obligations.

	Fiscal year ended on December 31,	
(In R$ million, except %)	**2024**	**2023**
(+) Loans and Financing (Current and Non-Current)	13,843	12,420
(+) Debentures (Current and Non-Current)	9,805	7,686
(+) Redeemable Preferred Shares (Current and Non-Current)	487	571
(+) Result of derivative operations - hedges (Current and Non-Current)	307	228
Gross Debt[1]	**24,442**	**20,905**
(+) Cash and cash equivalents and restricted deposits	(4,316)	(5,570)
Net Debt[2]	**20,126**	**15,335**
Equity	12,280	9,816
Degree of leverage[3]	**62.1%**	**61.0%**

(1) *Gross Debt*: consists of the result of the sum of Loans and Financing (Current and Non-Current), Debentures (Current and Non-Current) and Redeemable Preferred Shares (Current and Non-Current), net of the effects of hedges.
(2) *Net Debt*: Net Debt: consists of the result of the sum of Loans and Financing (Current and Non-Current), Debentures (Current and Non-Current), Redeemable Preferred Shares (Current and Non-Current), net of the effects of hedges and Cash and cash equivalents and restricted deposits.
(3) *Degree of leverage*: consists of the result of dividing Net Debt by (Net Debt + Net Equity).

For additional information on the non-accounting measurements see item 2.5 of this *Attachment I - Management's Comments*.

- On December 31, 2024, total consolidated gross debt, represented largely by loans, financing, debentures and redeemable preferred shares, net of the effect of hedge operations, totaled R$ 24,442 million — an increase of 16.9% (R$ 3,537 million) compared to the position as of December 31, 2023. The average duration of the debt at the end of 2023 stood at 7.6 years. The variation in the Company's debt is mainly related to a combination of the following factors, occurring during 2024: (i) R$ 1,209 million of entry from acquired subsidiaries; (ii) R$ 1,089 million in drawdowns from the Brazilian Development Bank (BNDES), Banco do Nordeste do Brasil (BNB) and Banco da Amazônia (BASA), for the construction of new projects; (iii) R$ 2,928 million of the 12th and 13th debenture issue; (iv) generation R$ 2,151 million in charges incurred and payable and monetary restatement; and (v) R$ 3,840 million in amortizations of loans, financing, debentures and preferred shares.
- On December 31, 2023, total consolidated gross debt, represented largely by loans, financing, debentures and redeemable preferred shares, net of the effect of hedge operations, totaled R$ 20,905 million — an increase of 15.2% (R$ 2,755 million) compared to the position as of December 31, 2022. The average duration of the debt at the end of 2023 stood at 7.4 years. Leverage represented 61.0%. The variation in the Company's debt is mainly related to a combination of the following factors, occurring during 2023: (i) R$ 2,447 million of the Company's 11th debenture issue; (ii) R$ 1,003 million in drawdowns from the Brazilian Development Bank (BNDES) for the construction of the Santo Agostinho and Assuruá wind complexes; (iii) generation of R$ 1,934 million in charges incurred and payable and monetary restatement; (iv) R$ 2,618 million in amortizations of loans, financing, debentures and preferred shares; and (v) R$ 11 million in transfer of financing and debentures of subsidiaries to Assets Held for Sale.

b. Capital structure

The following table shows the total amount used by the Company for financing its operations (total capitalization), segregated between third party capital (current and non-current liabilities) and own capital (shareholders equity), expressed in real and percentage terms:

	On December 31,	
(In R$ million, except %)	**2024**	**2023**
Third parties' capital (current and non-current liabilities)	37,832	32,408
Own capital (Equity)	12,280	9,816
Total Capitalization (Third Party Capital + Own Capital)	**50,112**	**42,224**
Portion of third-party capital (% of Total Capitalization)	75.5%	76.8%
Portion of equity (% of Total Capitalization)	24.5%	23.2%

The Company manages its capital in such a manner as to maximize investor returns by optimizing the balance of debt and equity, pursing a capital structure and keeping indebtedness and debt coverage ratios capable of providing a return on investors' capital.

The Company's business features high operational cash generation, due mainly to its high margins arising from the electric energy generation activity's capital-intensive nature and the strict control that the Company's Management exerts over costs and expenses.

Management is of the view that the capital structure (measured as between the liabilities and own capital of the Company) can be considered as balanced in the respective periods shown.

Third-parties Capital

- As of December 31, 2024, total current and non-current liabilities amounted to R$ 37,832 million, while at the close on December 31, 2023, total current and non-current liabilities were R$ 32,408 million, increase resulting mainly from new loan collections and debenture issuances for the construction of new projects and for the formation of working capital to finance the implementation of the Company's business plan.

Own Capital

- As of December 31, 2024, the Company's own capital totaled a balance of R$ 12,280 million, while at the close on December 31, 2023, the Company's own capital totaled an outstanding of R$ 9,816 million, variation arising, substantially, from the creation of a profit retention reserve from the net profit of 2024.

c. Payment capacity relative to financial obligations

Give the Company's debt profile and liquidity position, Management believes that, assuming regular market conditions, it will be fully able to honor existing current and long-term liabilities and to continue expanding investments.

Management further understands that, under regular market conditions, solid cash generation affords the Company comfortable margin honoring all of its existing long-term liabilities.

The table next lists the main debt-repayment capacity indicators used by the Company.

	Fiscal year ended on December 31,	
(In R$ million, except %)	**2024**	**2023**
Adjusted EBITDA	7,367	7,270
Financial expense	(1,843)	(1,813)
Financial result	(1,976)	(1,963)
Gross Debt	24,442	20,905
Net Debt	20,126	15,335
Gross Debt/ Adjusted EBITDA	3.3	2.9
Net Debt/ Adjusted EBITDA	2.7	2.1
Adjusted EBITDA / Financial expense	(4.0)	(4.0)
Net cash generated by operating activities	4,154	4,586

For additional information on non-accounting measurements and their respective reconciliations, see item 2.5 of this *Attachment I - Management Proposal*.

Over the past two fiscal years, the Company has honored its obligations to third parties such as suppliers, dividends, debts and concession payable, among others.

Furthermore, should it be deemed necessary, the Company has the structure and capacity to contract new loans for financing investments and its operations.

- The Company's Net Debt on December 31, 2024 was R$ 20,126 million, corresponding to 2.7 times EBITDA adjusted for subsidiaries acquisition costs, reversal of net impairment, disposal of subsidiary, disposal of equity interest in jointly controlled company (TAG) and insurance indemnity determined in the fiscal year ended December 31, 2024, of R$ 7,367 million. Additionally, the Company generated net cash from its operating activities of R$ 4,154 million in the fiscal year ending December 31, 2024.
- The Company's Net Debt on December 31, 2023, was R$ 15,335 million, corresponding to 2.1 times EBITDA adjusted for impairment, disposal of a subsidiary and an insurance indemnity in the fiscal year ending December 31, 2023, of R$ 7,270 million. Additionally, the Company generated net cash from its operating activities of R$ 4,586 million in the fiscal year ending December 31, 2023.

Based on the results disclosed and in the Company's business plan, the Executive Officers have reinforced payment capacity in relation to the financial commitments assumed.

Fitch Ratings assigns a Long-Term National Rating to ENGIE Brasil Energia of 'AAA(bra)' with a stable outlook and on the global scale, 'BB(bra)', also with a stable outlook and one notch above sovereign rating. The ratings feed through directly to the ability to raise attractive credit lines, thus enhancing competitiveness in the development of new projects.

d. Sources of financing for working capital and investment in non-current assets

The Company uses lines of credit from top-ranking financial institutions to cover any short- and medium-term cash needs.

As concerns the Company's investment projects, in addition to using some of its cash generation, the main sources of financing are the Brazilian Development Bank ("BNDES"), either directly or through Banks that lend-on BNDES lines. In addition to the BNDES, the Company also uses other development banks such as Banco da Amazônia ("BASA") and Banco do Nordeste ("BNB"). These institutions normally offer interest rates and terms of payment compatible with the return on energy generation projects.

If the investment project is not eligible for financing from any of the development banks, due to financing cost issues or credit availability limitations, the Company may resort to other sources of financing, such as the capital market, through the issuance of promissory notes and/or debentures or other sources of financing, aiming to maintain an adequate capital structure and liquidity. The Company constantly evaluates financing alternatives for its operations.

In 2024, the Company used as main sources of financing resources from BNDES, BASA and BNB, as well as resources arising from the issuance of debentures.

e. Sources of financing for working capital and for investments in non-current assets to be used to cover liquidity shortfalls

Notwithstanding the fact that Management does not foresee any liquidity deficiency, the Company holds standby credit lines (working capital, long-term financing and bank guarantees) from first class financial institutions.

In the event that it should need to draw on financing for working capital, the Company intends as a priority to use credit lines available in the market from first class credit institutions, or debentures issuance. In the case of financing of non-current assets, the Company intends as a priority to use long-term financing resources directly from development banks or through debentures issuance.

In addition, because of the high rating assigned by ratings agency Fitch Ratings, the Company has ready access to the capital markets should it need to obtain additional funding.

f. Indebtedness levels and debt characteristics, further describing:

The principal information on debt taken from Financial Institutions, on December 31, 2024, is described as follows:

(i) Material loans and financing agreements

		Payment conditions			
	Compensation	Interest	Principal	Maturity	Balances as of 12.31.2024 (R$ million)
Controlling Shareholders					
Loans and financing					
Domestic currency					
BNDES - Assuruá	IPCA + 6.70% p.a.	Monthly as from 01.2026	Monthly as from 01.2026	12.2046	1,634
Foreign currency (US Dollars)					
MUFG V	1.89% p.a. until 10.2021 and 2.01% p.a. until 10.2025 both with swap to CDI + 1.32% p.a.	Semi-annual	50% at 10.2024 and 50% at 10.2025	10.2025	257
Scotiabank IV	2.00% p.a. with swap to CDI + 1.35% p.a.	Semi-annual	07.2026	07.2026	562

	Payment conditions				
	Compensation	Interest	Principal	Maturity	Balances as of 12.31.2024 (R$ million)
Controlled Entities					
Loans and financing					
Ferrari					
BNDES Expansion	TJLP + 1.76% p.a.[1]	Monthly from 02.2017	Monthly from 02.2017	07.2032	36
Assú V					
BNB	IPCA + 1.76% p.a.	Quarterly from 01.2019; Monthly from 08.2023	Monthly from 08.2023	07.2038	79
BNB Application	12 months average IPCA + 4.41% p.a.	Quarterly from 08.2022; Monthly from 09.2024	Monthly from 09.2024	08.2039	9
Campo Largo Wind Complex					
BNDES	TJLP + 2.52% p.a.[1]	Monthly from 07.2019	Monthly from 07.2019	06.2035	338
BNDES	TJLP + 1.82% p.a.[1]	Monthly from 07.2019	Monthly from 07.2019	06.2035	393
Umburanas Wind Complex - Phase I					
BNDES	IPCA + 3.91% p.a.	Monthly from 12.2019	Monthly from 12.2019	12.2038	1,227
Gralha Azul					
BNDES	IPCA + 3.83% p.a.	Monthly from 10.2023	Monthly from 10.2023	03.2044	1,951
Campo Largo II Wind Complex					
BNDES	IPCA + 4.23% p.a.	Monthly from 09.2021	Monthly from 09.2021	12.2039	1,343
Novo Estado					
BNDES	IPCA + 4.67% p.a.	Monthly from 11.2022	Monthly from 11.2022	05.2044	2,188
BASA	IPCA + 1.4452% p.a.	Monthly from 11.2022	Monthly from 11.2022	08.2044	733
Santo Agostinho					
BNDES	IPCA + 6.16% p.a.	Monthly from 01.2024	Monthly from 01.2024	11.2045	1,042
Floresta					
BNDES	TJLP + 2.15% p.a.	Monthly from 06.2019	Monthly from 06.2019	10.2036	227
Paracatu					
BNDES	IPCA + 4.98% p.a.	Monthly from 11.2018	Monthly from 11.2018	10.2038	494
Gavião Real					
BASA	12 months average IPCA + 4.91% p.a.[2]	Monthly from 03.2024	Monthly from 05.2027	10.2047	58

Juazeiro					
BNB	IPCA + 1.85% p.a.[2]	Quarterly from 03.2018; Monthly from 04.2020	Monthly from 04.2020	03.2038	233
Solar Barreiras					
BNB	IPCA + 1.85% p.a.[2]	Quarterly from 12.2018; Monthly from 01.2021	Monthly from 01.2021	12.2038	181
Sol do Futuro					
BNB	IPCA + 1.77% p.a.[2]	Quarterly from 06.2018; Monthly from 08.2020	Monthly from 08.2020	07.2038	129
Lar do Sol					
BNB	IPCA + 2.68% p.a.[2]	Monthly from 12.2023	Monthly from 12.2023	11.2045	410
Assu Sol					
BNB - Assu Sol 01 – FNE	12 months average IPCA + 4.27% p.a.[2]	Quarterly from 09.2024; Monthly from 07.2027	Monthly from 07.2027	06.2044	50
BNB - Assu Sol 01 - AFD	IPCA + 11.00% p.a.	Half-yearly from 04.2025	Half-yearly from 10.2026	04.2034	4
BNB - Assu Sol 02 – FNE	12 months average IPCA + 4.27% p.a.[2]	Quarterly from 09.2024; Monthly from 07.2027	Monthly from 07.2027	06.2044	50
BNB - Assu Sol 02 - AFD	IPCA + 11.00% p.a.	Half-yearly from 04.2025	Half-yearly from 10.2026	04.2034	4
BNB - Assu Sol 03 – FNE	12 months average IPCA + 4.27% p.a.[2]	Quarterly from 10.2024; Monthly from 08.2027	Monthly from 08.2027	07.2044	50
BNB - Assu Sol 03 - AFD	IPCA + 11.00% p.a.	Half-yearly from 04.2025	Half-yearly from 10.2026	04.2034	4
BNB - Assu Sol 05 – FNE	12 months average IPCA + 4.27% p.a.[2]	Quarterly from 10.2024; Monthly from 08.2027	Monthly from 08.2027	07.2044	50
BNB - Assu Sol 05 - AFD	IPCA + 11.00% p.a.	Half-yearly from 04.2025	Half-yearly from 10.2026	04.2034	4
BNB - Assu Sol 08 – FNE	12 months average IPCA + 4.40% p.a.[2]	Quarterly from 01.2025; Monthly from 11.2027	Monthly from 11.2027	10.2040	43
BNB - Assu Sol 08 - AFD	IPCA + 11.00% p.a.	Half-yearly from 04.2025	Half-yearly from 10.2026	04.2034	4

(1) The amount corresponding to the TJLP installment that exceeds 6% p.a. is incorporated into the principal amount.
(2) Rate resulting from the application of the Performance Bonus, which is the condition of reduction by a factor of 0.85 applied to the interest incurred on the debt service installments paid on time. Condition provided for financing by receiving resources from the Constitutional Fund.

Additional information on the more relevant loan and financing agreements of the Company and its controlled entities

- **Brazilian Development Bank (BNDES):**

The financing was mainly used to implement the Assuruá Project.

- **Financing contracted by subsidiaries:**

Financing secured by controlled entities that have been consolidated into the Company are under the Project Finance mode. To this end, Special Purpose Entities (SPEs) were formed to implement the respective projects.

- **Foreign currency-denominated loans**

As of December 31, 2024, the Company had contracted loans in foreign currency with Scotiabank and MUFG Bank LTD. (MUFG), with the resources being raised mainly for the purpose of composing the Company's working capital.

The Company has swap operations contracts with Brazilian subsidiaries of the same financial institutions from which it contracted loans in dollars, in order to protect future payment flows of principal and interest against exchange rate fluctuation. These operations were designated as hedge instruments, converting the loans in dollars to Reais and the fixed for a floating rate (CDI).

Maturity of the principal and amortization of interest of the loans and hedges will occur exactly on the same dates. Important to point out that the Company's Derivatives and Investment Policy establishes that the use of fixed financial derivative instruments is restricted to protecting risks (hedge) and should maintain a close correlation to the profile of debt, volumes and terms.

The main conditions of the loans and swaps operations taken were as follows:

	Amount		Loan, long swap position and NDF	Short swap position and NDF	
Banks	US$ million	R$ million	US$ + interest (p.a.)	Condition	Maturity
MUFG V	95	500	1.89% p.a. up to 10.2021 and 2.01% p.a. up to 10.2025	CDI + 1.32% p.a.	10.2025
Scotiabank IV	102	530	2.00% p.a.	CDI + 1.35% p.a.	07.2026

Loan and financing guarantee

The guarantees for loans and financing are intended to ensure the creditor's payment of debt services issued by the Company and its subsidiaries, as provided for in the contractual instruments. The Company and its subsidiaries maintain guarantees for the loans and financing described below.

- **National Bank for Economic and Social Development (BNDES)**

  (i) Financing of wind power generation projects: (a) chattel mortgage of rights arising from the permit; (b) chattel mortgage of credit rights; (c) lien of all the shares representing the capital stock of the controlled companies; (d) pledge of property and equipment pertaining to the projects; (e) reserve account in an amount equivalent to three months' debt service; (f) reserve account in an amount equivalent to three months' operation and maintenance expenses under the contract; e (g) corporate guarantee.

  (ii) Financing of photovoltaic generation projects: (a) chattel mortgage of rights arising from the permit; (b) chattel mortgage of credit rights; (c) lien of all the shares representing the capital stock of the controlled companies; (d) pledge of property and equipment pertaining to the projects; (e) reserve account in an amount equivalent to three months' debt service; (f) reserve account in an amount equivalent to three months' operation and maintenance expenses under the contract.

(iii) **Financing of transmission project:** (a) assignment of the emerging rights of the concession; (b) chattel mortgage of credit rights; (c) lien of all the shares representing the capital stock of the controlled companies; (d) reserve account in an amount equivalent to three months' debt service; and (e) corporate guarantee.

- **Banco da Amazônia (BASA)**

(i) **Financing of transmission project:** (a) assignment of the emerging rights of the concession; (b) chattel mortgage of credit rights; (c) lien of all the shares representing the capital stock of the controlled companies; (d) reserve account in an amount equivalent to six months' debt service; and (e) corporate guarantee or bank guarantee.

- **Banco do Nordeste do Brasil (BNB)**

(i) **Financing of photovoltaic generation projects:** (a) chattel mortgage of rights arising from the permit; (b) chattel mortgage of credit rights; (c) pledge of property and equipment pertaining to the projects; (d) reserve accounts with a minimum value between 2.50% in the period before the cancellation of bank guarantees and up to 8.18% in the period after the cancellation of bank guarantees, of the total outstanding balance of the financing; (e) reserve accounts with a minimum value equivalent to 25% of the annual contractual expenses for the operation and maintenance of the projects (some financing provides for a fixed value; and (f) corporate guarantee or bank guarantee.

(ii) Other long-term relations with financial institutions

a) Debentures

Represented by the debentures issued by the Company and by controlled entities Jaguara, Miranda, São Pedro II and São Pedro IV. As of December 31, 2024, The Company and its subsidiaries had the following outstanding issues:

				Payment Conditions			In R$ million
	Quantity	Compensation	Guarantee	Interest	Principal	Maturity	12.31.2024
Controlling Company							
6th Issue - Serie 2	353,400	IPCA + 6.2515% p.a.	No guarantee	Annually from 07.2017	3 Annual installments from 07.2024	07.2026	364
7th Issue - Serie 1	515,353	IPCA + 5.6579% p.a.	No guarantee	Annually from 07.2019	2 Annual installments from 07.2024	07.2025	370
7th Issue - Serie 2	231,257	IPCA + 5.9033% p.a.	No guarantee	Annually from 07.2019	3 Annual installments from 07.2026	07.2028	331
9th Issue – Serie 1	576,095	IPCA + 3.7000% p.a.	No guarantee	Annually from 07.2021	2 Annual installments from 07.2025	07.2026	793
9th Issue – Serie 2	539,678	IPCA + 3.9000% p.a.	No guarantee	Annually from 07.2021	3 Annual installments from 07.2027	07.2029	742
9th Issue – Serie 3	378,827	IPCA + 3.6000% p.a.	No guarantee	Semiannually from 07.2021	2 Annual installments from 07.2025	07.2026	521
9th Issue – Serie 4	105,400	IPCA + 3.7000% p.a.	No guarantee	Semiannually from 07.2021	3 Annual installments from 07.2027	07.2029	145
10th Issue – Single Serie	400,000	IPCA + 5.7158% p.a.	No guarantee	Annually from 09.2022	Annual installments from 09.2023	09.2046	441
11th Issue – Serie 1	1,085,600	IPCA + 5.9325 % p.a.	No guarantee	Annually from 11.2024	3 Annual installments from 11.2031	11.2033	1,118
11th Issue – Serie 2	96,278	IPCA + 6.0691 % p.a.	No guarantee	Annually from 11.2024	3 Annual installments from 11.2036	11.2038	98
11th Issue – Serie 3	318,122	10.90% p.a. com swap to CDI + 0.378% p.a.	No guarantee	11.2028	11.2028	11.2028	344
11th Issue – Serie 4	900,000	CDI + 1.0000% p.a.	No guarantee	Semiannually from 05.2024	2 Annual installments from 11.2027	11.2028	908
11th Issue – Serie 5	100,000	CDI + 1.1000% p.a.	No guarantee	Semiannually from 05.2024	2 Annual installments from 11.2029	11.2030	101
12th Issue – Serie 1	863,239	12.4974% p.a. com swap to CDI + 0.155% p.a.	No guarantee	Semiannually from 12.2024	On the maturity date	08.2029	828
12th Issue – Serie 2	636,761	IPCA + 6.7766% p.a. com swap to CDI + 0.43% p.a.	No guarantee	Annually from 06.2025	3 Annual installments from 2032	06.2034	633
12th Issue – Serie 4	500,000	CDI +0.55% p.a.	No guarantee	On the maturity date	On the maturity date	06.2026	527
13th Issue – Single Serie	1,500,000	12.2372% p.a. com swap to CDI – 0.11% p.a.	No guarantee	Semiannually from 03.2025	On the maturity date	09.2030	1,443

				Payment Conditions			In R$ million
	Quantity	Compensation	Guarantee	Interest	Principal	Maturity	12.31.2024
Subsidiaries							
Jaguara							
1st Issue - Serie 2	634,000	IPCA + 6.4962% p.a.	Real guarantee	Semiannually from 12.2018	Semiannually from 06.2020	06.2027	456
Miranda							
1st Issue - Serie 2	386,000	IPCA + 6.4962% p.a.	Real guarantee	Semiannually from 12.2018	Semiannually from 06.2020	06.2027	320
São Pedro II							
1st Issue – Single Serie	113,205	IPCA + 4.4000% p.a.	Real guarantee	Semiannually from 06.2020	Semiannually from 06.2020	12.2034	109
São Pedro IV							
1st Issue – Single Serie	95,518	IPCA + 4.4000% p.a.	Real guarantee	Semiannually from 06.2020	Semiannually from 06.2020	12.2034	93

Debentures guarantee

(i) **Debentures from Jaguara and Miranda subsidiaries:** (a) assignment of the emerging rights of the concession; (b) chattel mortgage of credit rights; (c) lien of all the shares representing the capital stock; and (d) corporate guarantee.

(ii) **Debentures from São Pedro II and IV subsidiaries:** (a) assignment of the emerging rights of the concession; (b) chattel mortgage of credit rights; (c) pledge of property and equipment pertaining to the projects; (d) lien of all the shares representing the capital stock; (d) reserve account in an amount equivalent to the next months' debt service payment; and (e) corporate guarantee.

Redeemable preferred shares

The Company's Board of Directors, at a meeting on August 21, 2020, approved the issue of redeemable preferred shares of the indirectly controlled entity Novo Estado Participações ("NEP"), all book entry, with no par value, without voting rights, with the right of receiving fixed dividends in the total amount of R$ 500 million (R$ 477 million, net of issuance costs). The issue took place on September 1, 2020. The shares give the right to participate in dividends declared and distributed by NEP on a priority and cumulative basis. As from the six months immediately following the entry into operations of the Transmission System, dividends will be allocated on a six-monthly basis, NEP not being obliged to distribute dividends prior to this event.

The number of redeemable preferred shares totals 95,446,379, subdivided into 12 classes, with different redemption terms, the redemption term of the last class being on October 31,2034. The issue and redemption per share are shown below:

	Value of issue per share	Capitalized value per share	Capital reserve value per share
Novo Estado Participações S.A.	5.2385	2.6192	2.6192

For corporate purposes, in the indirect controlled entity NEP, the total value of the issue was allocated partly as paid-in capital stock in the amount of R$ 250 million and part as capital reserve, in the amount of R$ 250 million. For booking effects in accordance with accounting practices adopted in Brazil, this transaction was considered a financial instrument and therefore the total amount of the issue was registered as a non-current liability.

			Payment conditions			In R$ million
	Compensation	Guarantee	Interest	Principal	Maturity	12.31.2024
Novo Estado						
APR Itaú	CDI + 1.05% p.a.	No guarantee	Semiannual from 10.2023	Annually from 10.2023	10.2034	487

(iii) Debt subordination degree

The debt subordination degree is as follows: (i) financing with collateral; (ii) unsecured loans and (iii) unsecured debt issues.

The debts with collateral guarantees are deemed to be all those that require collateral, comprising pledges and other forms of collateral.

Unsecured debts are those with no guarantee, or with guarantor, to include warrants and pledges, among other forms of guarantor security.

Furthermore, in the event of court-assisted composition with creditors, the Company will abide by the contents of Law No. 11,101/05, as amended, to determine the order of preferred payment of all creditors.

(iv) Any constraints on the issuer, especially in relation to debt limits and the engagement of new debt, distribution of dividends, sale of assets, issue of new securities and the sale of corporate control, as well as the Company's record of compliance with such constraints

Loans and financing

On December 31, 2024, the Company and its subsidiaries were subject to the following covenants – financial ratios and limits – pursuant to its loan and financing contracts:

Debt	*Covenants*	Measurement as of 12.31.2024
Controlling Company		
Scotiabank and MUFG	(i) Consolidated: Ebitda / Financial expenses ≥ 2.0 (ii) Consolidated: Gross debt / Ebitda ≤ 4.5	(i) 3.99 (ii) 3.32
Controlled entities[1]		
BNDES, BASA and Guarantor Banks	ICSD[2] ≥ 1.1 or ≥ 1.25 or ≥ 1.3 Depending on the entity	No covenant resulted in default in the respective contracts.
BNB	Compromised payment capacity[3] ≤ 70%	No covenant resulted in default in the respective contracts.

(1) Covenants referring to the debts of the Company's subsidiaries.
(2) Debt service coverage ratio: Cash generation from activities / Debt service.
(3) Commitment of Payment Capacity: Cash generation from activity / Principal repayments.

Financing contracts with BNDES are formalized by entry into financing agreements through the opening of a line of credit, subject to the provisions applicable to BNDES agreements.

Under these provisions, in addition to the financial covenants described in the table presented above, obligors may not, without the prior authorization of BNDES: (i) give preference to other credits; (ii) amortize shares; (iii) issue debentures; (iv) issue beneficiary parties; (v) take on new debt, except as explicitly provided in the BNDES agreements; (vi) sell or encumber fixed assets; and (vii) distribute dividends higher than the mandatory minimum in certain controlled companies.

Furthermore, BNDES may declare early maturity of the agreement and demand immediate repayment in the event of default on obligations before it accepted by the beneficiary of the credit, its subsidiaries, intervening parties, or a member entity of the Conglomerate to which the company belongs. Another early-maturity case occurs in the event of changes to effective direct or indirect control of the beneficiary of the credit without the bank's prior consent. In addition, other events affecting the project's operating capacity, or the guarantees provided to the bank are ordinarily regarded as early-maturity cases.

Moreover, more comprehensive items such as unappeasable sentencing in a case involving child labor, slave labor or crimes against the environment also imply early maturity of financial instruments of this type.

The Company and its subsidiaries are compliant with the covenants as provided in its loan and financing agreements. The commitments are verified on an annual basis as established in these agreements, except for the Issuer's own contracts, which are calculated quarterly.

Debentures

Debt	*Covenants*	Measurement as of 12.31.2024
Controlling Shareholder		
6th, 7th and 9th issues	(i) Consolidated: Ebitda / Financial expenses ≥ 2,0 (ii) Consolidated: Gross debt /Ebitda ≤ 4,5	(i) 3.99 (ii) 3.32
Subsidiaries[1]		
Jaguara 1st issue	ICSD[1] ≥ 1.10	1.51
Miranda 1st issue	ICSD[1] ≥ 1.10	1.18
São Pedro II 1st issue	ICSD[1] ≥ 1.20	0.78[2]
São Pedro IV 1st issue	ICSD[1] ≥ 1.20	1.52

(1) Debt service coverage ratio: Cash generation from activities / Debt service.
(2) The Debenture Issuance Deed provides that non-compliance with the ICSD for 2 consecutive years or 3 alternating years, within a 5-year interval, is characterized as contractual default. 2024 was the first year with ICSD measurement below the minimum.

In addition to the usual covenants used in capital market transactions, the debts of the Company and its Subsidiaries have the following covenants that may give rise to the declaration of early maturity of the debts mentioned above:

Non-payment, early maturity of debts and/or protest of securities	Non-payment of any pecuniary obligations that do not arise from the issuance deeds, and/or early maturity of debts and/or protest of titles of the Company or any of its relevant subsidiaries (as defined in the issuance deeds) whose value, individually or collectively, exceeds R$ 120 million for the Company and R$ 50 million for the subsidiaries Jaguara and Miranda, subject to applicable carve-outs and cure periods, as described in the respective issuance deeds.
Liquidation, termination and/or dissolution	Liquidation, termination, or dissolution of the Company and/or the relevant subsidiaries (as defined in the issuance deeds) (or any form of corporate reorganization of these relevant subsidiaries), except if the successor company(ies) are also controlled, directly or indirectly, by a company within the economic group to which the Company belongs and their assets are maintained within the Company's economic group and cumulatively do not result in a downgrade of the Company's credit rating below AA (double A), on a local scale, by Standard & Poor's, Fitch, or an equivalent rating by Moody's.
Corporate reorganization	Spin-off, merger, incorporation, or any type of corporate reorganization of the Company, except if: (i) the change is approved at a General Meeting of Debenture Holders; (ii) the right of redemption is guaranteed to debenture holders who do not agree with the reorganization; or (iii) the successor company is controlled, directly or indirectly, by a company within the same economic group as the Company and its assets are maintained within the Company's economic group and cumulatively do not result in a downgrade of the Company's credit rating below AA (double A), on a local scale, by Standard & Poor's, Fitch, or an equivalent rating by Moody's.
Constrictive and/or protective measures	(i) divestment, inoperativeness or prolonged stoppage or any other form of disposal, on the part of the Company, of fixed assets representing, individually or collectively, from the date of issuance to the maturity date of the debentures, of more than 25% of the Company's consolidated installed capacity, which has proven to affect the Company's economic and financial capacity, and that does not result in a reduction in the Company's risk rating below AA (double A), on a local scale, by Standard & Poor's, Fitch, or an equivalent rating by Moodys; (ii) intervention or loss of a concession/permit representing more than 25% of the installed capacity, taking as a basis the Issuer's installed capacity on the date of issuance of the 6th Issue of Debentures of EBE, that provenly affects the Company's economic and financial capacity for the Company's emissions and loss of Concession Contracts, observing the applicable carve-outs and deadlines, as described in the respective issuance deeds; (iii) non-renewal, cancellation,

	revocation, or suspension of authorizations, concessions, grants, permits, or licenses necessary for the Company's activities that result in the interruption or suspension of 25% of the Company's generation capacity and cause a significant effect on the Company's ability to fulfill the obligations arising from the debenture issuance deeds, subject to applicable carve-outs and cure periods, as described in the respective issuance deeds; and/or (iv) if the Company suffers seizure, sequestration, or attachment of assets representing, individually or collectively, 25% or more of its electricity generation capacity, subject to applicable carve-outs and cure periods, as described in the respective issuance deeds.
Judicial Decisions	Non-compliance with any judicial, administrative decision, or final judicial sentence, with no possibility of appeal, or an arbitral award not subject to appeal, in an individual or aggregate amount equal to or greater than R$ 120 million for the Company and R$ 50 million for the subsidiaries Jaguara and Miranda.
Rating	Failure to maintain the Company's corporate credit rating at or above AA, on a local scale, by Standard & Poor's, Fitch, or an equivalent rating by Moody's.
Loan and/or Borrowing Agreements	Granting, by the Company, from the date of debt issuance, of loans and/or borrowings to any companies, subject to applicable carve-outs, as described in the respective issuance deeds.
Corporate Purpose	Change in the Company's corporate purpose, except if (i) previously authorized at a General Meeting of Debenture Holders; or (ii) the Company's corporate purpose continues to include activities related to the generation, transmission, or commercialization of electric energy; or (iii) it results from a determination by Aneel or another competent governmental authority.
Shareholding Control	Change in the direct or indirect shareholding control of the Company, except if the final indirect control is maintained by ENGIE S.A. and such change does not result in a downgrade of the Company's credit rating below AA (double A), on a local scale, by Standard & Poor's, Fitch, or an equivalent rating by Moody's.

The financial covenants and restrictions are being fully complied with by the Company.

The relevant debenture, loan and financing contracts that have a cross early maturity clause (cross-default or cross acceleration), are listed below:

Type		Issuer	Creditor	Contracts	Threshold	Observations	This subjection also applies to possible non-compliance with covenants
Debentures	Company	ENGIE Brasil Energia S.A.	Debenture holders	6th Issue	R$ 120 million	Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Relevant Subsidiaries and cross-acceleration triggered in the event of early maturity.	Yes
Debentures	Company	ENGIE Brasil Energia S.A.	Debenture holders	7th Issue	R$ 120 million	Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Relevant Subsidiaries and cross-acceleration triggered in the event of early maturity.	Yes
Debentures	Company	ENGIE Brasil Energia S.A.	Debenture holders	9th Issue	R$ 120 million	Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Relevant Subsidiaries and cross-acceleration triggered in the event of early maturity.	Yes
Debentures	Company	ENGIE Brasil Energia S.A.	Debenture holders	10th Issue	R$ 250 million	Threshold updated by the IPCA from Sep/21. Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Relevant Subsidiaries and cross-acceleration triggered in the event of early maturity.	No
Debentures	Company	ENGIE Brasil Energia S.A.	Debenture holders	11th Issue	R$ 290 million	Threshold updated by the IPCA from Nov/23. Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Relevant Subsidiaries and cross-acceleration triggered in the event of early maturity.	No
Debentures	Company	ENGIE Brasil Energia S.A.	Debenture holders	12th Issue	R$ 300 million	Threshold updated by the IPCA from Jun/24. Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Relevant Subsidiaries and cross-acceleration triggered in the event of early maturity.	No
Debentures	Company	ENGIE Brasil Energia S.A.	Debenture holders	13th Issue	R$ 300 million	Threshold updated by the IPCA from Sep/24. Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Relevant Subsidiaries and cross-acceleration triggered in the event of early maturity.	No
Debentures	Company	Jaguara	Debenture holders	1st Issue	R$ 50 million	Cross-default and cross-acceleration triggered in the event of non-payment.	Yes
Debentures	Company	Miranda	Debenture holders	1st Issue	R$ 50 million	Cross-default and cross-acceleration triggered in the event of non-payment.	Yes

Loan	Company	ENGIE Brasil Energia S.A.	MUFG	4131 - MUFG - 2020.10 (5y) - Loan	US$ 100 million	Cross-default triggered in the event of non-payment of pecuniary obligations by the Company or its Subsidiaries. In the event of early maturity of pecuniary obligations, there is no threshold.	Yes
Loan	Company	ENGIE Brasil Energia S.A.	Scotiabank	4131 - Scotia - 2021.07 (5y) - Loan	US$ 100 million	Cross-default triggered in the event of non-payment by the Company or its subsidiaries. In the event of early maturity of pecuniary obligations, there is no threshold.	Yes
Financing	Company	ENGIE Brasil Energia S.A.	BNDES	Assuruá	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	No
Financing	Controlled entity	CLWP Phase 1	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	CLWP Phase 2	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Floresta	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Gralha Azul	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Novo Estado	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Novo Estado	BASA	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Paracatu	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Santo Agostinho Phase 1	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Umburanas Phase 1	BNDES	N/A	Any amount	Cross-default triggered in case of default on the Economic Group's debts with BNDES.	Yes
Financing	Controlled entity	Lar do Sol	BNB	N/A	Any amount	Cross-default triggered in the event of non-payment of the SPEs' debts with BNB.	Yes

Additionally, it is worth noting that, considering the respective thresholds and specifications provided in the contracts, 92.8% of the Company's consolidated debt is subject to cross-default or cross-acceleration.

g. Contracted financing limits and percentage usage

In November 2021, through its indirectly controlled subsidiaries comprising the Santo Agostinho Wind Complex – Phase I, financing was agreed with the BNDES worth a total of R$ 1,473 million. In 2022, the amount of R$ 606 million was drawn. In April 2023, the amount of R$ 323 million was released, totaling – 63.0% of the total credit volume. The resources were allocated to financing the construction of the wind farms making up the complex. The deadline for releasing all the resources is June 2025.

In December 2022, the Company contracted financing worth a total of R$ 1,500 million from the BNDES. In June 2023, the amount of R$ 708 million was released, in January 2024, the amount of R$ 200 million was released, and in July 2024, the amount of R$ 587 million was released, totaled 99.7% of the total credit volume. The resources will be used to finance the construction of the Assuruá Wind Complex. The deadline for releasing all the resources is August 2025.

In June 2024, the Company, through its indirect subsidiaries Assú Sol 1, 2, 3, and 5, contracted financing with BNB, totaling R$ 308,000. In August 2024, R$ 215,600 was released, amounting to 70.0% of the total credit volume. The funds will be used to finance the construction of the Assú Sol Photovoltaic Complex plants. The deadline for the release of all funds is March 2025.

In September 2024, the Company, through its indirect subsidiary Assú Sol 8, contracted financing with BNB, totaling R$ 67,000. In November 2024, R$ 46,900 was released, amounting to 70.0% of the total credit volume. The funds will be used to finance the construction of the Assú Sol Photovoltaic Complex plants. The deadline for the release of all funds is July 2025.

In November 2024, the Company contracted financing with BNDES totaling R$ 700,000, but no funds were released until 12.31.2024. The funds will be used to finance the construction of the Assú Sol Photovoltaic Complex plants. The deadline for the release of all funds is May 2026.

h. Material changes in financial statements and cash flow items

FINANCIAL STATEMENTS

(In R$ million, except %)	Fiscal year ending December 31,				12.31.2024 x 12.31.2023
	2024	AV[1]	2023	AV[1]	AH[2]
NET OPERATING REVENUES	**11,219**	**100.0%**	**10.748**	**100,0%**	**4,4%**
OPERATIONAL COSTS	**(5,112)**	**-45.6%**	**(4.841)**	**-45,0%**	**5,6%**
GROSS PROFIT	**6,107**	**54.4%**	**5.907**	**55,0%**	**3,4%**
Operating revenue (expenses)					
Sales expenses	(65)	-0.6%	(58)	-0,5%	12,1%
General and administrative expenses	(443)	-3.9%	(374)	-3,5%	18,4%
Reversal of provision for reduction in the impairment, net	45	0.4%	1.198	11,1%	-96,2%
Disposal of stake in a jointly held subsidiary	1,336	11.9%	-	0,0%	100,0%
Disposal of a subsidiary	16	0.1%	(1.287)	-12,0%	-101,2%
Other operating expenses (revenues), net	(28)	-0.2%	(19)	-0,2%	47,4%
	861	**7.7%**	**(540)**	**-5,0%**	**-259,4%**
Equity income result					
Equity income	714	6.4%	993	9,2%	**-28,1%**
EARNINGS BEFORE FINANCIAL RESULTS AND TAXES	**7,682**	**68.5%**	**6.360**	**59,2%**	**20,8%**
Financial results					
Financial revenues	622	5.5%	449	4,2%	38,5%
Financial expenses	(1,843)	16.4%	(1.813)	-16,9%	1,7%
Concessions payable (Use of Public Asset)	(755)	-6.7%	(599)	-5,6%	26,0%
	(1,976)	**17.6%**	**(1.963)**	**-18,3%**	**0,7%**
EARNINGS BEFORE TAXES	**5,706**	**50.9%**	**4.397**	**40,9%**	**29,8%**
Income tax and social contribution (current and deferred)	(1,403)	-12.5%	(968)	-9,0%	44,9%
NET EARNINGS	**4,303**	**38.4%**	**3.429**	**31,9%**	**25,5%**

(1) Vertical Analysis (VA): represents the percentage or item of a line in relation to net revenues for the applicable periods for the Company's operating results.
(2) Horizontal Analysis (HA): indices or line items in the Company's financial statements over a period.

Net operating revenue

Net operating revenue increased from R$ 10,748 million in the fiscal year ended on December 31, 2023, to R$ 11,219 million in the fiscal year ended on December 31, 2024, that means, an increase of R$ 471 million (4.4%). This variation was mainly a reflection of the following factors: (i) increase of R$ 386 million (34.0%) in the transmission segment; (ii) increase in the generation and sale of energy from the portfolio of R$ 236 million (2.6%), as a result, mainly, of the following positive effects: (ii.i) increase of R$ 250 million in indemnification; (ii.ii) increase of R$ 96 million from short-term transactions, mainly in the Electric Energy Trade Board (CCEE); and (ii.iii) increase of R$ 31 million in the remuneration of concession financial assets corresponding to the portion of the payment for the granting of concessions for the Jaguara and Miranda Hydroelectric Power Plants related to energy destined for the Regulated Contracting Environment (ACR), due to the increase in inflation between the years analyzed. These effects were partially mitigated by (ii.iv) a decrease of R$ 146 million in revenue from energy sales contracts in the regulated and free environments, resulting from the combination of variations in the amount of energy sold and the net average sales price. Additionally, there was (iii) a reduction of R$ 151 million (34.4%) in the trading segment, mainly due to reductions in revenue from operations carried out.

Operational Costs

In the fiscal year ended December 31, 2024, operating costs reached R$ 5,112 million, R$ 271 million (5.6%) higher than the costs of the fiscal year ended December 31, 2023, of R$ 4,841 million. This variation was a reflection of the combination of the following factors: (i) an increase of R$ 236 million (76.1%) in the costs of the transmission segment, substantially due to the increase in the construction costs of the Asa Branca and Gavião Real Transmission Systems; (ii) an increase of R$ 175 million (4.3%) in the energy generation and sales segment of the portfolio; and (iii) a reduction of R$ 140 million (32.2%) in the costs of energy trading operations.

Operational Revenues (Expenses)

- **Selling, general and administrative expenses:** The Company reported an increase in sales, general and administrative expenses of R$ 76 million between 2024 and 2023. The key variations in the years under analysis, a function of the generation segment, in the amount of R$ 58 million respectively, is due largely to the following events: (i) the increase in general IT services; (ii) the increase in labor expenses due to the annual adjustment in employee salaries and benefits as well as new hiring between the quarters and years under review; and (iii) the acquisition costs of the Photovoltaic Complexes, with the related engagement of advisory services.
- **Reversal (provision) for impairment, net:** In 2024, the Company booked a R$ 45 million reversal against an impairment previously recorded due to an incident occurring at the Paracatu Photovoltaic Complex in April 2023. This reversal was the result of the writing off of assets, subsequently reimbursed by the insurance company. It should be noted that the write-off of assets, combined with the reimbursement from the insurer, did not have an impact on the Company's results. In 2023, the Company reported reversals of R$ 1,243 million of impairment due to the sale of the Pampa Sul TPP subsidiary and the amount of R$ 45 million of a provision for a reduction in the recovered value, with respect to the insurance claim on behalf of the Paracatu Photovoltaic Complex.

  The Company has coverage against losses due to loss of profits, caused by claims that lead to interruption of energy production, caused by failure or unavailability of generating units.

- **Disposal of a Subsidiary:** During the fiscal year 2024, the Company recorded sales revenue in the amount of R$ 16 million arising from the price adjustment of the sale of the subsidiary Pampa Sul, which occurred in 2023. This price adjustment comes from obligations subject to receipt. In June 2024, following compliance with conditions precedent, the sale of the Company's corporate stake in the Lages Bioenergética Ltda. ("Lages") subsidiary was concluded. As of this date, the corporation ceased to be controlled/consolidated by the Company. The result of the sale of the asset, net of selling costs, was negative at R$ 9 million in 2024. Following compliance with conditions precedent, on May 31, 2023, the sale of the corporate stake in Pampa Sul TPP was concluded. As of this date, the corporation ceased to be controlled/consolidated by the Company. The result of the divestment of the asset, net of selling costs (a negative R$ 1,296 million) and the reversal of the impairment (R$ 1,243 million), was a negative R$ 53 million in 2023. In addition to this operation, the Company reported sales revenue of R$ 9 million arising from a price adjustment of the sale of the Diamante subsidiary in 2021, again this adjustment arising from the fulfillment of conditions precedent.
- **Other operating (expenses) revenues, net**: In 2024, the Company booked an amount of R$ 57 million with respect to the writing off of assets in the generation segment, R$ 45 million of which relative to the Paracatu Photovoltaic Complex, due to a wind-related event in the region in April 2023. In addition, R$ 25 million was booked to the operational expenses/revenues group with respect to the transmission segment with a positive effect on the result and counterbalancing the contract asset. At the end of 2023 the Company booked R$ 45 million to the generation segment by way of an indemnification for an insurance claim for damages at the Paracatu Photovoltaic Complex and registered under other operational revenues. Additionally, R$ 64 million was booked to the transmission segment with a negative effect on the result with respect to the periodic tariff review counterbalanced against the contract asset.

Equity Income Result

The equity result reduced by R$ 279 million (28.1%), from R$ 993 million in the fiscal year ended December 31, 2023 to R$ 714 million in the fiscal year ended December 31, 2024. The variation was largely a consequence of the reduction in the Company's percentage stake although offset by the increase in TAG's net income.

Financial Result

- **Financial income:** financial revenues rose by R$ 173 million (38.5%), from R$ 449 million in 2023 to R$ 622 million in 2024 by virtue of growth in revenue from financial investments in the amount of R$ 151 million. The increase was largely driven by higher outstanding balances of financial investments between compared years but offset partially by the reduction in CDI.
- **Financial expenses:** expenses increased from R$ 1,813 million in 2023 to R$ 1,843 million in 2024, an increase of R$ 30 million (1.7%), the result of the following factors: (i) an increase of R$ 108 million of debt between the years analyzed mainly due to the increase of R$ 139 million of monetary restatement, a higher rate of inflation; and attenuated (ii) by the positive result of R$ 104 million in the adjustment to market value of debt instruments, net of hedge, booked to the other financial expenses, net item. Regarding the stability of debt interest, this fact was the result of the increase in capitalization in fixed assets, mentioned above, from R$219 million in 2023 to R$463 million in 2024, representing a growth of R$244 million (111.4%).
- **Concession expenses payable (Use of Public Asset):** on a 2023 x 2024 basis, there was a growth of R$ 156 million, or 26.0%, from R$ 599 million in 2023 to R$ 755 million in 2024, mainly a result of the increase of R$ 152 million in monetary restatement, again largely driven by the increases in IPCA and IGPM between the years.

Income Tax and Social Contribution (current and deferred)

The amount of income tax and social contribution (current and deferred) calculated in the year to date, increased by R$ 435 million (44.9%), from R$ 968 million in the fiscal year ended December 31, 2023 to R$ 1,403 million in the fiscal year ended December 31, 2024. The variation was mainly driven by the increase in profit before income tax and social contribution between the years observed.

Net Income

As a result of the factors mentioned above, net income in the fiscal year ended December 31, 2024 was R$ 4,303 million, compared to R$ 3,429 million presented in the fiscal year ended December 31, 2023, representing an increase of R$ 874 million or 25.5%

ANALYSIS OF THE CASH FLOWS

The following table presents the values relating to the Company's consolidated cash flow for the years indicated:

	Fiscal year ended on December 31,	
(In R$ million)	**2024**	**2023**
Net cash from operating activities	4,154	4,586
Net cash from investing activities	(5,910)	(2,042)
Net cash from financing activities	459	476
Increase in cash and cash equivalents	(1,297)	3,020

Net cash from operating activities

Net cash generated from operating activities was R$ 4,154 million and R$ 4,586 million in the fiscal years ending December 31, 2024, and 2023, respectively. The reduction of R$ 432 million observed between the fiscal years is mainly due to: (i) increased payment of income tax and social contributions; and (ii) increased payment of interest on debts, net of hedging.

Net cash from investing activities

Net cash consumed from investing activities was R$ 5,910 million and R$ 2,042 million in fiscal years ending December 31, 2024 and 2023, respectively. The net increase of R$ 3,868 million observed between the periods is mainly due to: (i) the increase in the investment of fixed and intangible assets; (ii) the acquisition of subsidiaries; and mitigated by (iii) the receipt of the sale of equity interest in a jointly controlled company (TAG).

Net cash from financing activities

Net cash from financing activities was R$ 459 million and R$ 476 million in fiscal years ending December 31, 2024 and 2023, respectively. The net reduction of R$ 17 million observed between the fiscal years is mainly due to: (i) the increase in payment of debt instruments, net of hedge; (ii) the capital contribution from minority shareholders, net of issuance costs made in 2023; and mitigated by (iii) the reduction in the payment of dividends and interest on equity.

2.2 Operational and financial results

a. The Company's operational results, in particular:

(i) Description of any material components of revenues

The Company's net operating revenue breaks down as follows:

	Fiscal year ended on December 31			
(In R$ million, except %)	**2024**	**%**	**2023**	**%**
Gross operation revenue				
Distribution companies	4,457	39.7%	4.501	41.9%
Free consumers	3,224	28.7%	3.514	32.7%
Trading companies	1,081	9.6%	921	8.6%
Energy trading operations	533	4.8%	426	4.0%
Transactions in the short-term market	315	2.8%	483	4.5%
Indemnity	287	2.6%	37	0.3%
Services rendered revenue	270	2.4%	197	1.8%
Other revenues	33	0.3%	80	0.7%
	10,200	**90.9%**	**10,159**	**94.5%**
Deductions from operational revenue	**(914)**	**-8.1%**	**(947)**	**-8.8%**
Other				
Contract asset remuneration	935	8.3%	831	7.7%
Financial concession asset remuneration	499	4.4%	468	4.4%
Transmission infrastructure construction revenue	499	4.4%	237	2.2%
	1,933	**17.2%**	**1,536**	**14.3%**
Net operating revenue	**11,219**	**100.0%**	**10,748**	**100.0%**

Comparative analysis of material variations in the components of net operating revenues between the fiscal years ending on December 31, 2024 and December 31, 2023.

Net operating revenue increased from R$ 10,748 million in 2023 to R$ 11,219 million in 2024, that is an increase of R$ 471 million (4.4%). This variation was mainly a reflection of the following factors:

- **Electric energy distribution companies, free consumers and trading companies**

The average selling price of energy, net of charges on revenue and trading operations was R$ 220.79/MWh, 2.5% lower than the R$ 226.42/MWh practiced in 2023. The reduction in price between the periods under analysis was driven mainly, (i) by the improvement in the hydrological scenario in the past few years, combined with the increase in renewable energy and growth in distributed generation, impacting energy prices in the free market comprising Free Consumers and Trading Companies. Additionally, no significant operations were undertaken since the deterioration in the hydrological scenario beginning of 2024, given the good level of contracting for the portfolio; (ii) growth in the reimbursements already mentioned; and (iii) by the divestment of Pampa Sul TPP in May 2023, this plant's energy sales being conducted at prices higher than the remainder of the Company's portfolio; partially offset by the (iv) acquisition of the Juazeiro, São Pedro, Sol do Futuro, Sertão Solar and Lar do Sol photovoltaic complexes ("Photovoltaic Complexes"), assets which have their energy output contracted at higher prices than the average for the remainder of the portfolio; and (v) monetary restatement of the current long-term agreements. Excluding the effects of the sale of Pampa Sul, average selling prices would have fallen 1.8% between the years under analysis.

Energy volumes sold in agreements net of trading operations was 36,064 GWh (4,106 average MW) in 2024, against 35,816 GWh (4,088 average MW) reported in 2023, an increase of 248 GWh (18 average MW) or 0.4%. The variation was a reflection of the acquisition of the Photovoltaic Complexes and by the increase in sales to the free contracting environment due to the growth in proprietary installed capacity between the periods under analysis although attenuated by the decrease in sales volume to the distributors following the sale of the Pampa Sul subsidiary. The variation in sales volume and in average prices together produced a reduction of R$ 146 million in the Company's net operating revenue - R$ 300 million relates to the sale of the Pampa Sul subsidiary in the second quarter of 2023.

- **Transactions in the Short-term Energy Market**

In 2024, revenue generated in the short-term market reached R$ 484 million, marking an increase of R$ 96 million (24.7%) compared to the R$ 388 million recorded in 2023.

- **Contract asset remuneration**

Increase of R$ 104 million (12.5%) in the remuneration of concession assets, caused especially by the increase in the balances of contract assets and the increase in inflation rates.

- **Remuneration of concession financial assets**

Remuneration of financial assets of concessions increased R$ 31 million (6.6%) between the years in analysis, from R$ 468 million in 2023 to R$ 499 million in 2024, the result largely due to the increase in the IPCA between periods under comparison.

- **Transmission infrastructure construction revenue**

Increase of R$ 262 million (110.5%) in construction revenue, mainly due to progress in the works on the Asa Branca Transmission System.

- **Indemnity**

During 2024, the Company reported the amount of R$ 262 million, arising from indemnifications for non-compliance with contractual conditions by the supplier responsible for the construction of the Santo Agostinho Wind Complex, largely related to the delay in the conclusion of the work. The other amounts disclosed under

this heading, in the years and quarters under analysis, reflect contractual penalties for downtime relating to the O&M contracts for the wind farms comprising the Campo Largo, Campo Largo II, Trairi and Umburanas wind complexes.

(ii) Factors materially affecting operational results

The factors that materially affected the Company's operating results in the fiscal years ending on December 31, 2024 and 2023, are listed next. Additional information on these has been provided in items 2.1.h and 2.2.a.(i).

2024

(i) increase in gross profit of the power transmission segment;
(ii) sale of a stake in jointly controlled company – TAG;
(iii) increase in indemnity revenues;
(iv) reduction in the volume of energy purchases;
(v) increase in depreciation and amortization costs; and
(vi) recognition of reversal of impairment.

2023

(i) reduction in the volume of energy purchases;
(ii) recovery of energy costs, given the renegotiation of the hydrological risk;
(iii) reduction of own fuel costs;
(iv) increase in the gross result of the energy transmission segment;
(v) higher result from equity interest in jointly controlled company - TAG; and
(vi) recognition of reversal of impairment, net.

Furthermore, it is worth highlighting that the positive effects mentioned above were partially mitigated by the following negative effects: (i) negative impact of the variation in the volume of energy sold as a result of the sale of Pampa Sul; (ii) increase in charges for using the electrical grid and connection; (iii) increase in selling, general and administrative expenses; and (iv) negative result on the disposal of a subsidiary.

b. Changes in revenues due to modifications in prices, exchange rates, inflation, changes in volumes and introduction of new products and services

The Company's sales revenues are supported by agreements with price adjustment clauses indexed, for the most part, to the IPCA and the IGP-M. The Company's revenues are not exposed to exchange rates in a manner that significantly affects income and were not materially affected by the introduction of new products and services.

In energy trading operation, the Company operates as a means to derive income from electric energy price changes in the short-term market, within the risk and counterparty limits previously set by the Company's Management.

The main changes in the Company's revenues due to price modification and volume change are explained in item 2.2.a (i) above.

c. Impact of inflation, changes in prices of main inputs and products, foreign exchange and interest rates on the operating result and financial result, when relevant

c.1) Inflation and price changes in the cost of electricity sold

Energy purchased for portfolio-management purposes: such transactions are usually conducted by means of medium- and long-term contracts with prices restated at IPCA and IGP-M. The average negative impacts of price restatements at the applicable inflation indices were R$ 27 million and R$ 68 million, for the fiscal years 2024 and 2023, respectively.

Charges for the use of the electricity network and connection: these are calculated by multiplying the amount of network usage in kW by the rate established annually by Aneel, based on the prorating of the total observed and expected costs of connection and transmission for the entire system, and on inflation indices for readjusting transmission and existing connection agreements - IPCA and IGP-M. The effect of the change in these inflation indicators on the Company's cost was R$ 11 million and R$ 17 million, for the fiscal years 2024 and 2023, respectively.

Financial compensation for the use of water resources (royalties): The amount corresponds to 7.0% of the quantity of electricity produced, adjusted by an Annual Reference Tariff (TAR) defined by Aneel, based on the acquisition cost of energy by the distributor and subject to review every 4 years.

In fiscal year 2024, TAR recorded a variation of 5.2%, with negative impact in the Company's result of approximately, R$ 13 million. In fiscal year 2023, TAR recorded a variation of 7.2%, reflecting negatively in the Company's result by approximately R$ 16 million.

c.2) Impacts of exchange, inflation and interest rates on the Company´s financial result

Currency exposure

Currency exposure information is provided in item 2.1 "f" (i) of this Management Proposal. The Company currently has no foreign currency-denominated financial obligations whose exchange rate variation is not entirely hedged.

Exposure to floating interest rates and indices

On December 31, 2024 and 2023, the Company was exposed to floating interest rates and indices associated with changes in the TJLP, DI, IPCA and IGP-M.

The impacts of interest and monetary restatement on the Company's financial result in periods mentioned before were as follows:

	On December 31,	
(In R$ million)	**2024**	**2023**
Interest and monetary variation on:		
Loans and financing	948	624
Debentures	668	743
Hedge against loans at fair value	101	219
Preferred shares redeemable	65	88
Total of interest and monetary restatement	**1,782**	**1,674**
Total concession payable expenses (Uso of Public Asset)	**756**	**599**

2.3 Changes in accounting practices / Modified views and emphases

a. Changes in accounting practices which have resulted in significant effects on the information set forth in fields 2.1 and 2.2

The Company's accounting practices underwent no significant changes in the fiscal year ending December 31, 2024.

b. Qualifications and emphases in the auditors' opinion

The Company's individual and consolidated financial statements for the fiscal years ended December 31, 2024 and 2023 do not contain modified opinions or emphases present in the report of the Company's independent auditors.

2.4 Material effects in financial statements

a. Introduction or disposal of an operational segment

The Company's operating segments reflect its management and organizational structure and results monitoring, and are summarized below:

- **Generation**: this is the Company's main business, comprehending the portfolio energy generation and sale activities.

- **Transmission**: the Company is the main party responsible for construction and installation of the infrastructure associated with the transmission concession for the Gralha Azul, Novo Estado, Gavião Real, Asa Branca and Graúna Transmission Systems and is exposed to the risks and benefits of the construction works.

- **Trading**: the purpose of this segment is to profit from energy price variations within predetermined risk levels. The activities of this segment are conducted through controlled entitie ENGIE Trading.

- **Gas Transportation**: the Company has also been active in the gas markets through jointly-controlled entity TAG.

The Company's key operating segments are those of the electric energy generation and sale from the portfolio ("Generation"), electric energy transmission ("Transmission") and electric energy trading ("Trading"). These segments account for 83.8%, 13.6% and 2.6%, respectively, of the Company's net consolidated operational revenues in fiscal year ended December 31, 2024.

The gas transportation segment of the jointly controlled TAG is booked to the results for the fiscal year as "Equity Income Result" and represents 16.6% of the Company's net income.

In 2024, the Company did not enter new segments and there was no sale of any operating segment.

b. Constitution, acquisition or disposal of a corporate stake

Acquisition of Photovoltaic Complexes

The Company's Board of Directors, at a meeting held on October 27,2023, approved the execution of the agreement for the acquisition of photovoltaic complexes by ECP, a direct subsidiary of the Company. On October 28,2023, ECP and GIP Helios II S.A. ("GIP") executed a share purchase agreement that regulates the acquisition of all shares issued by Atlas Energia Renovável do Brasil S.A. (Atlas Brasil) and Atlas Brasil Energia Holding 2 S.A. (Atlas Brasil 2") and, consequently, of the shares issued by the Juazeiro, São Pedro, Sol do Futuro, Sertão Solar and Lar do Sol Photovoltaic Complexes ("Photovoltaic Complexes") held by Atlas.

On March 6, 2024, after confirmation of compliance with the conditions precedent to which it was subject, the acquisition transaction was completed. The acquisition price was R$ 2,361 million. The installed capacity and commercial capacity of the parks totaled 548 average MW and 146.1 average MW, respectively.

Disposal of Subsidiary

In June 2024, after fulfilling the conditions precedent, the sale of the equity interest that the Company held in subsidiary Lages Bioenergética Ltda. was completed. On that date, the company ceased to be controlled by the Company and was also no longer consolidated. The result from the sale of the asset, net of sales costs, was negative by R$ 9 million in 2024.

Sale of equity interest in jointly controlled company

At a meeting held on December 28, 2023, the Company's Board of Directors approved a share purchase agreement and other covenants between, on the one hand, the Company, and on the other, Caisse de Dépôt et Placement du Québec ("CDPQ"), through its wholly-owned subsidiary CDP Groupe Infrastructures Inc., with

the intermediation and agreement of TAG. Through the agreement the terms and conditions were established for the sale, by the Company to CDPQ, of shares, the issue of TAG and the ownership of the Company, representing 15% of the total capital stock of TAG.

The base selling price was R$ 3,113 million in the form of a locked box structure with the related monetary restatement up to the closing date, in line with the usual terms for operations of this size and nature and as enshrined in the share purchase agreement.

As of January 10, 2024, following compliance with all conditions precedent, the sale of a corporate stake of 15% held by the Company in TAG was concluded through the transfer of shares and the settlement of the price pursuant to the terms of the share purchase agreement of December 28, 2023 between the Company in the quality of seller and TAG, as the intervening consenting party, and by CDPQ, through its wholly-owned subsidiary CDP Groupe Infrastructure Inc., in the quality of purchaser. The closing price of the sale was R$ 2,780 million, an amount verified after price adjustments enshrined in the purchase agreement.

The Company continues to be a shareholder of TAG, holding shares representing 17.5% of the total capital stock of TAG. The ENGIE Group continues to hold 50% of the total capital stock of TAG, both parties to the shareholders' agreement, the existing group control being maintained. The result of the sale, net of selling costs, was positive at R$ 1,336 million.

c. Unusual events or operations

The main unusual events that impacted the Company's results in the fiscal year ended December 31, 2024 were as follows: (i) R$ 1,336 million in positive results from the sale of equity interest in a jointly controlled company – TAG; (ii) reversal of impairment in the amount of R$ 45 million related to the loss occurred at the Paracatu Photovoltaic Complex; (iii) revenue from the sale of a subsidiary in the amount of R$ 25 million arising from the price adjustment of the sale of the Pampa Sul subsidiary; (iii) R$ 10 million in costs arising from the acquisition of companies; and (iv) negative result of R$ 9 million from the sale of the subsidiary Lages Bioenergética Ltda. in 2024.

2.5 Non-accounting measurements

a. Inform the value of the non-accounting measurements

EBITDA and EBITDA Margin

EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) is a non-accounting measurement disclosed by the Company in line with CVM Resolution 156 of June 23, 2022 ("CVM Resolution 156") which revoked CVM Instruction 527/2012, with respect to the Company's financial statements, and consists of net income adjusted for net financial result, income tax and social contribution expenses, and depreciation/amortization expenses and costs.

EBITDA indicates the Company's operating cash generation level, that is the Company's ability to generate cash from its operating assets, consisting of net income for the fiscal year plus current and deferred income tax and social contribution expenses, net financial income and depreciation and amortization expenses.

EBITDA Margin is calculated by dividing EBITDA by net operating revenue.

EBITDA and EBITDA Margin are not measures recognized by the Accounting Practices Adopted in Brazil nor by the International Financial Reporting Standards ("IFRS"), issued by the International Accounting Standard Boards ("IASB"), do not represent the cash flows of the fiscal years presented and should not be considered as substitutes for net income, as indicators of operating performance and/or liquidity, as substitutes for cash flows or as a basis for dividend distribution. They do not have a standard meaning and may not be comparable to similar securities provided by other companies.

EBITDA and EBITDA Margin are financial indicators used to evaluate the results of companies without the influence of their capital structure, tax effects and other accounting impacts with no direct impact on a company's cash flow.

Adjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA is a non-accounting measure prepared by the Company and corresponds to EBITDA for the fiscal year, as the case may be, adjusted only for items of a non-operating, non-recurring or discontinued nature, in this case for (i) acquisition costs of subsidiaries, (ii) reversal of net impairment; (iii) disposal of subsidiary; (iv) disposal of equity interest in jointly controlled company (TAG); and (v) insurance compensation.

Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by net operating revenue.

Adjusted EBITDA is not a measure recognized in accordance with accounting practices adopted in Brazil or the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), does not have a standard meaning and may not be comparable to the Adjusted EBITDA prepared by other companies. Adjusted EBITDA has limitations that may impair its use as a measure of profitability and does not represent cash flow for the periods presented and should not be considered in isolation or as a substitute for net income as an indicator of operating performance or as a substitute for cash flow as an indicator of the Company's liquidity. The Company uses Adjusted EBITDA to evaluate its results excluding the influence of its capital structure, tax effects, other non-operating results and/or extraordinary items.

	Fiscal year ended on December 31,	
(in R$ million, except %)	**2024**	**2023**
EBITDA	8,754	7,285
EBITDA Margin	78.0%	67.8%
Adjusted EBITDA	7,367	7,270
Adjusted EBITDA Margin (%)	65.7%	67.6%

Gross Debt

The Company's gross debt is a non-accounting measurement calculated according to market practice, being possible to reconcile gross debt with the Company's account statements and is made up of the balance of debt instruments (loans and financing, debentures and redeemable preferred shares – current and non-current), net of the effects of hedge. Gross Debt is not a measure which is recognized in accordance with accounting practices adopted in Brazil neither is it recognized by the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB); it has no standard meaning and may not be comparable with the Gross Debt metric prepared by other companies. The Company uses Gross Debt as a measure for monitoring its obligations contracted with financial institutions net of its derivatives.

Gross Debt/ Adjusted EBITDA

Gross Debt/Adjusted EBITDA is a non-accounting measurement prepared by the Company and defined as Gross Debt divided by Adjusted EBITDA. Gross Debt/Adjusted EBITDA is not a measurement recognized either among accounting practices accepted in Brazil or according to the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), not having any standard meaning and may not be comparable to Gross Debt/Adjusted EBITDA measurements prepared and published by other companies.

Net Debt

The Company's net debt is a non-accounting measurement calculated in line with market practices, being possible to reconcile net debt with the Company's financial statements and is made up of the balance of the debt instruments (loans and financing, debentures and preferred redeemable shares – current and non-current), net of the effects of hedge ("gross debt"), plus cash and cash equivalents and deposits linked to debt servicing. Net Debt is not a measurement recognized either among accounting practices accepted in Brazil or according to the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), not having any standard meaning and may not be comparable to Net Debt prepared by other companies. The Company uses Net Debt to assess the financial position of the Company, its degree of financial leverage as well as to help managerial decisions related to the management of cash flow, investments, and capital structure.

Net Debt/ Adjusted EBITDA

Net Debt/Adjusted EBITDA is a non-accounting measurement prepared by the Company and defined as Net Debt divided by Adjusted EBITDA. Net Debt/Adjusted EBITDA is not a measurement recognized either among accounting practices accepted in Brazil nor according to the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), not having any standard meaning and may not be comparable to Net Debt/Adjusted EBITDA prepared by other companies.

Degree of Leverage

The degree of leverage is also a non-accounting measurement and is found by the formula: net debt / (net debt + shareholders' equity). The Degree of Leverage is not a measurement recognized either among accounting practices accepted in Brazil or according to the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), not having any standard meaning and may not be comparable to the Degree of Leverage prepared by other companies.

Below are the balances of these non-accounting measurements:

	On December 31,	
(In R$ million, except %)	**2024**	**2023**
Gross Debt	24,442	20,905
Gross Debt/ Adjusted EBITDA	3.3	2.9
Net Debt	20,126	15,335
Net Debt/ Adjusted EBITDA	2.7	2.1
Degree of leverage (%)	62.1%	61.0%

Adjusted Net Income and Adjusted Net Margin

The Company's Adjusted Net Income is a non-accounting measurement calculated in accordance with market practice, and can be reconciled with the Company's financial statements, composed of net income for the year, net of non-recurring effects. The Company considers the following as non-recurring effects, (i) acquisition costs of subsidiaries, (ii) reversal of net impairment; (iii) disposal of subsidiary; (iv) disposal of equity interest in jointly controlled company (TAG); and (v) insurance compensation. Adjusted Net Margin is calculated by dividing Adjusted Net Income by Net Operating Revenue.

Adjusted Net Income is not a measurement of financial performance according to accounting practices adopted in Brazil and by IFRS, nor should it be considered in isolation, or as an alternative to net income, as a measure of operating performance, or as an alternative to operating cash flows, or as a measure of liquidity.

The Company presents the following non-accounting measure referring to Adjusted Net Income:

	Fiscal year ended on December 31,	
(In R$ million, except %)	**2024**	**2023**
Adjusted net income	3,372	3,421
Adjusted net margin (%)	30.1%	31.8%

b. Reconcile the disclosed values and the values of the audited financial statements

Reconciliation of EBITDA and EBITDA Margin

	Fiscal year ended on December 31,	
(In R$ million, except %)	**2024**	**2023**
Net income	4,303	3,429
(+) Income Tax and social contribution (current and deferred)	1,403	968
(+) Financial result	1,976	1,963
(+) Depreciation and amortization	1,072	925
EBITDA[(1)]	**8,754**	**7,285**
Net operating revenue	11,219	10,748
EBITDA Margin (%)[(2)]	**78.0%**	**67.8%**

[(1)] **EBITDA:** Net Profit for the Year added by income tax and social contribution expenses, net financial expenses and depreciation and amortization expenses.
[(2)] **EBITDA Margin:** is calculated by dividing EBITDA by the Company's Net Operating Revenue.

Calculation memory of Adjusted EBITDA and Adjusted EBITDA Margin

	Fiscal year ended on December 31,	
(In R$ million, except %)	**2024**	**2023**
EBITDA	**8,754**	**7,285**
(+) Costs of acquisition of subsidiaries[(1)]	10	-
(+) Impairment reversal, net[(2)]	(45)	(1,198)
(+) Disposal of subsidiary[(3)]	(16)	1,287
(+) Sale of equity interest in jointly controlled company[(4)]	(1,336)	-
(+) Insurance compensation[(5)]	-	(104)
Adjusted EBITDA[(6)]	**7,367**	**7,270**
Net Operating Revenue	11,219	10,748
Adjusted EBITDA Margin (%)[(7)]	65.7%	67.6%

[(1)] **Costs of acquisition of subsidiaries:** Costs arising from the acquisition of the Juazeiro, São Pedro, Sol do Futuro, Sertão Solar and Lar do Sol Photovoltaic Complexes.
[(2)] **Impairment:** Result between recoverable value minus net book value.
[(3)] **Sale of Subsidiary:** Operation of sale of controlled companies, no longer consolidated by the controller.
[(4)] **Sale of equity interest in jointly controlled company:** Sale of 15% of the equity interest held by the Company in TAG.
[(5)] **Insurance indemnity:** Insurance compensation resulting from the accident occurred at the Paracatu Photovoltaic Complex.
[(6)] **Adjusted EBITDA:** consists of the EBITDA adjusted by the items defined above. The Company understands that the adjustments made reflect non-recurring operations. It should be noted that the hydrological risk Renegotiation event (R$ 115 million in 2023) was not excluded in the calculation of Adjusted EBITDA, given that the Company did not consider it non-recurring.
[(7)] **Adjusted EBITDA Margin:** is calculated by dividing Adjusted EBITDA by the Company's Net Operating Revenue.

Reconciliation of Gross Debt, Net Debt, Gross Debt/ Adjusted EBITDA, Net Debt / Adjusted EBITDA and Degree of Leverage

	Fiscal year ended on December 31,	
(In R$ million, except %)	**2024**	**2023**
Loans and financing (current and non-current)	13,843	12,420
Debentures (current and non-current)	9,805	7,686
Redeemable preferred shares (current and non-current)	487	571
Result of derivative operations - hedge (current and non-current)	307	228
Gross Debt[1]	**24,442**	**20,905**
(+) Cash and cash equivalent and restricted deposits	(4,316)	(5,570)
Net Debt[2]	**20,126**	**15,335**
Gross Debt/ Adjusted EBITDA	**3.3**	**2.9**
Net Debt/Adjusted EBITDA	**2.7**	**2.1**
Equity	**12,280**	**9,816**
Degree of leverage (%)[3]	**62.1%**	**61.0%**

[1] **Gross Debt:** consists of the balance of debt instruments (loans and financing, debentures and redeemable preferred shares - current and non-current), net of hedge effects.
[2] **Net Debt:** consists of Gross Debt plus cash and cash equivalents and restricted deposits.
[3] **Degree of Leverage:** Net Debt divided by the sum of Net Debt and Shareholders' Equity.

Reconciliation of Adjusted Net Income and Adjusted Net Margin

	Fiscal year ended on December 31,	
(In R$ million, except %)	**2024**	**2023**
Net Income	**4,303**	**3,429**
Costs of acquisition of subsidiaries [1]	10	-
Impairment reversal, net[2]	(45)	(1,198)
Disposal of subsidiary[3]	(16)	1,287
Sale of equity interest in jointly controlled company [4]	(1,336)	-
Insurance indemnity [5]	-	(104)
Income Tax and social contribution of the above effects	456	7
Adjusted Net Income[6]	**3,372**	**3,421**
Net operating revenue	11,219	10,748
Net Margin (%)[7]	**38.4%**	**31.9%**
Adjusted Net Margin (%)[8]	**30.1%**	**31.8%**

[1] **Costs of acquisition of subsidiaries:** Costs arising from the acquisition of the Juazeiro, São Pedro, Sol do Futuro, Sertão Solar and Lar do Sol Photovoltaic Complexes.
[2] **Impairment:** Result between recoverable value minus net book value.
[3] **Sale of Subsidiary:** Operation of sale of controlled companies, no longer consolidated by the controller.
[4] **Sale of equity interest in jointly controlled company:** Sale of 15% of the equity interest held by the Company in TAG.
[5] **Net Margin:** calculated by dividing the Net Income by the Company's Net Operating Revenue.
[6] **Adjusted Net Income:** which is composed of the balance of net income, net of non-recurring effects. It should be noted that the hydrological risk renegotiation event (R$ 115 million in 2023) was not excluded in the calculation of Adjusted Net Income, given that the Company did not consider it non-recurring.
[6] **Adjusted EBITDA Margin:** is calculated by dividing Adjusted EBITDA by the Company's Net Operating Revenue.

c. Explain the reason why it is understood that this measurement is more appropriate for the correct understanding of the Company's financial condition and the result from operations

The Company uses these measurements because it believes that they represent the metrics usually employed by investors in general to diagnose and analyze the Company's operations. In addition, it uses them to guide the management's actions to maximize financial and operational performance, as well as the shareholder profitability.

EBITDA, adjusted EBITDA, adjusted Net Income, EBITDA margin, and adjusted EBITDA Margin

EBITDA, adjusted EBITDA, adjusted Net Income, EBITDA margin, and adjusted EBITDA Margin are financial indicators used to evaluate the Company's result without the influence of its capital structure and tax effects of the Company.

Since financial expenses and revenues, income tax and social contribution (current and deferred), depreciation and amortization and non-recurring operations are not considered in its calculation, the Company believes that the adjusted EBITDA is the most appropriate indicator for the purposes of analysis, given that it functions as a general measure of performance approximating closely to cash generation from its economic activity. Consequently, adjusted EBITDA works as an important tool for periodically comparing operational performance as well as serving as the basis for certain decisions of an administrative nature. Adjusted EBITDA makes for a better understanding not only of the financial performance, as well as the capacity to comply with obligations, raise resources for capital expenditures and for working capital. EBITDA, adjusted EBITDA and adjusted EBITDA margin, however, present limitations which hinder its use as a measure of profitability since it fails to consider certain costs arising from the businesses which could considerably affect profits, such as financial expenses, taxes, depreciation, capital expenses and other related charges.

The Company believes that the adjusted EBITDA margin is an appropriate measurement for understanding its financial condition since it measures the operational profitability of the Company.

Gross Debt, Net Debt and Degree of Leverage

The Company understands that gross and net debt and the degree of leverage are appropriate measures for understanding its financial condition since they measure the level of financial leverage, a prime element for execution of the growth strategy of the Company's businesses.

Gross Debt/Adjusted EBITDA, Net Debt/Adjusted EBITDA

The Company uses the indicators to measure the time to pay off any loans, financing and debentures with its operating cash generation.

2.6 Subsequent events to the Financial Statements

Beginning of operations of Assú Sol Photovoltaic Complex

On 01.08.2025, the Company received authorization from Aneel to begin the commercial operation of the first plant in the Assú Sol Photovoltaic Complex, with installed capacity of 40.5 MW, which is part of the Assú Sol Photovoltaic Complex, a project comprising 16 photovoltaic complexes, with total installed capacity of 752.7 MW.

Additional dividends proposed

The Company's Board of Directors, at a meeting held on 02.20.2025, submitted for approval by the Annual Shareholders' Meeting, the proposal for payment of additional dividends on adjusted income for the year ended 12.31.2024, in the amount of R$ 348,0 million, or R$ 0,42654859017 per share. This proposal should be ratified by the Annual Shareholders' Meeting, which will be responsible for defining the conditions for payment of the dividends.

Company Ratings

On 02.04.2025, Fitch Ratings reaffirmed the Company's National Long-Term Rating at 'AAA(bra)' and, on a global scale, the Long-Term IDRs (Issuer Default Ratings) in foreign currencies at 'BB+' and local at 'BBB-'. All ratings were reaffirmed with a stable outlook.

The Agency also reaffirmed the 'AAA (bra)' rating with stable outlook, attributed to the Company's 6th, 7th, 9th, 10th, 11th, 12th and 13th issuances of unsecured debentures.

2.7 Allocation of the results

Fiscal year ended on December 31, 2024	
(a) Rules on retained earnings	Profits are retained for the execution of investments as established in the Company's capital budget. In addition to the reserves required under the corporate legislation, the Company has other reserves regulated by Corporate Bylaw.
(a.i) Amounts of the retained earnings	**Legal reserves:** in the fiscal year ended December 31, 2024, no profit was allocated since the ceiling of 20% of the capital stock had already been reached pursuant to Article 193 of Law 6.404/76. **Fiscal incentives reserve:** in the amount of R$ 552,802.45. **Profit retention reserve:** in the amount of R$ 2,435,111,849.49.
(a.ii) Percentages in relation to total declared profits	**Legal reserves:** in the fiscal year ended December 31, 2024, no profit was allocated since the ceiling of 20% of the capital stock had already been reached pursuant to Article 193 of Law 6.404/76. **Fiscal incentives reserve:** 0.02% of the net profit for the year adjusted for the purposes of dividends and interest on equity. **Profit retention reserve:** 70.57% of the net profit for the year adjusted for the purposes of dividends and interest on equity.
(b) Rules on dividends distribution	Pursuant to the provision in Article 31, Paragraph 1 of the Company's Corporate Bylaws, in each fiscal year, the distribution of a dividend of no less than 30% of net profits, adjusted according to the law, shall be obligatory, the allocation of the full result for the fiscal year to be submitted for a decision by the annual general meeting. Additionally, pursuant to the same article, Paragraph 2 of the said document, the Company may raise trial balances at any time upon the decision of the Board of Directors, to distribute interim dividends based on these balances conditional on the total of the dividends paid in each semester of the fiscal year not exceeding the amount of the capital reserves set forth in law. Also, on the basis of a decision by the Board of Directors, as authorized by Article 31, Paragraph 5 of the Corporate Bylaws, the Company may pay interest on shareholders' capital. The Company has an indicative dividend distribution policy equivalent to 55% of the adjusted net income for the year, with distributions made on a half-yearly basis. Distributions of less than 55% of the adjusted net income may occur when required by law or due to the Company's financial conditions.
(c) Periodicity of dividend distribution	As described in item "b" above, dividends are distributed on a semi-annual basis as long as profit is reported in the period in question, the Corporate Bylaws permitting the distribution of interim dividends upon a decision by the Board of Directors based on interim balance sheets raised during the fiscal year. Additionally, the Board of Directors may declare interim dividends for account of retained earnings or existing profit reserves in the last annual balance sheet.

(d) any restrictions on the distribution of dividends imposed by legislation or special regulations applicable to the issuer, as well as contracts, judicial, administrative or arbitration decisions	There are no restrictions on the distribution of dividends imposed by the legislation, regulations, contracts or any judicial, administrative or arbitrational decisions, except restrictions pursuant to events of early maturity of debentures of the 5th, 6th, 7th, 9th, 10th, 11th, 12th and 13th issues which restrict these payments should the Company be in default in relation to the payment of any monetary obligation relative to the debentures, with the exception of the obligatory minimum enshrined in Article 202 of the Corporate Law.
(e) If the issuer has a formally approved profit allocation policy, informing the body responsible for approval, date of approval and, if the issuer discloses the policy, locations on the World Wide Web where the document can be consulted	As established in the provision in Article 31, Paragraph 1 of the Company's Corporate Bylaws, in each fiscal year it is mandatory to distribute a dividend of no less than 30% of net profit, adjusted according to the law, the allocation of the full result for the fiscal year to be submitted for a decision by the annual general meeting. Furthermore, as approved at the Board of Directors' Meeting held on November 14, 2005, the Company has an indicative dividend distribution policy equivalent to 55% of the adjusted net income for the year, with distributions being made semi-annually. Distributions of less than 55% of the adjusted net income for the year may occur when required by law or by the Company's financial conditions. The Company's Bylaws are available for consultation on the Company's Investor Relations page (www.engie.com.br/investidores/ > Estatuto Social, Códigos e Políticas) and CVM (sistemas.cvm.gov.br/).

2.8 Material items not evident from the Company's financial statements

a. Assets and liabilities held by the Company, either directly or indirectly, not appearing in its balance sheet (off-balance sheet items)

(i) portfolios of receivables written off in respect of which the entity has neither retained nor substantially transferred the risks and rewards of ownership of the asset transferred, indicating the respective liabilities

There are no portfolios of receivables written off in respect of which the Company has neither retained nor substantially transferred the risks and rewards of ownership of the transferred asset not shown in the Company's balance sheets for the last fiscal year.

(ii) future purchase and sale contracts of products or services

The Company's balance sheet includes future energy purchase and sale contracts, designated as derivatives. Long-term contracts for the purchase of products and/or services do not need to be registered, but are shown in an explanatory note to the financial statements ended December 31, 2024.

(iii) unfinished construction contracts

Purchase contracts for unfinished constructions do not need to be registered, however they are evidenced in an explanatory note to the financial statements ended December 31, 2024.

(iv) future financing receivables contracts

There are no future financing receivables contracts not shown in the Company's balance sheets for the last fiscal year.

b. Other items not shown in the financial statements

There are no other items not shown in the Company's financial statements for the last fiscal year.

2.9 Comments on items not evident

a. How these items change or may change revenues, expenses, operating income, financial expenses or other items in the Company's financial statements

Not applicable, considering that there are no items not shown in the Company's individual and consolidated financial statements for the last fiscal year.

b. Nature and purpose of the operation

Not applicable, considering that there are no items not shown in the Company's individual and consolidated financial statements for the last fiscal year.

c. Nature and amount of the obligation assumed, and rights generated in favor of the Company as a result of the operation

Not applicable, considering that there are no items not shown in the Company's individual and consolidated financial statements for the last fiscal year.

2.10 Business plan

a. Investments

(i) quantitative and qualitative description of investments in progress and expected investments

Energy transmission:

In relation to investments related to expansion in transmission, at the fiscal year ended December 31, 2024, the following milestones stand out:

(i) **Gavião Real Transmission System:** in July 2024, the Gavião Real Transmission System began operations after its substation was fully energized, as stated in the Terms of Release ("TLD") issued by the National System Operator ("ONS") on July 12, 2024;

(ii) **Asa Branca Transmission System:** at the end of 2024, construction work on the Morro do Chapéu II – Poções III stretch continued, with earthmoving and civil works at the substations, as well as vegetation removal, civil works and assembly of metal structures on the transmission line. In October, delivery of conductor cables in the field also began. The maximum deadline for starting operations is March 2029, with an anticipated period of at least 24 months; and

(iii) **Graúna Transmission System:** the project is expected to be 780 kilometers long, including six transmission lines, two new substations and a new sectioning station, in addition to the operation of other existing lines and substations. It is worth noting that the Project has locational synergies in the Gralha Azul Transmission System, including the sectioning of the transmission line, and in other assets of the Company. In total, the new system will cross 47 municipalities in the states of Santa Catarina, Paraná, Minas Gerais, São Paulo and Espírito Santo. The concession period is 30 years.

Energy generation:

In relation to investments related to generation expansion, at the end of 2024, the following milestones stand out:

(i) **Santo Agostinho Wind Complex – Phase I:** in 2024, the Santo Agostinho Wind Complex – Phase 1, in Rio Grande do Norte, with an installed capacity of 434 MW became fully operational;

(ii) **Assuruá Wind Complex:** by the end of 2024, 97% of the work on the project had been completed. The activities involving the assembly and commissioning of the wind turbines are being executed with the schedule for completion of this work expected to be anticipated, more than 95% of the wind turbines having been assembled/erected and 76% of them commissioned. The substation, transmission line and connection bay are already completely energized. Civil engineering work has been completed and medium voltage networks are in the final stages of completion. As of December 31, 2024, 109 wind turbines were in commercial operations while a further 55 were operating on a test basis - the project has 188 in total. By February 20, 2025, 30 more generator units were operating commercially and 46 were on a test basis, adding an eventual 832.5 MW of capacity to the portfolio. The projected completion of the implementation has been moved up to the first half of 2025; and

(iii) **Assú Sol Photovoltaic Complex:** implementation activities had advanced to 76% completion by the end of 2024 Activities for connection to the system and brush clearance have been completed while engineering, earth moving, drainage, foundation work, tracker assembly, solar panel installation and commissioning activities continue to be executed. The entry into operation on a test basis of the first photovoltaic units took place in October 2024. By the end of the year, five of the 16 solar farms were operating on a test basis. As of February 20, 2025, four farms were operating commercially and a further three on a test basis, contributing 302.7 MW to the Company's portfolio. The entry into full commercial operations is scheduled for the fourth quarter of 2025.

Investments made in the 2024 fiscal year are highlighted below:

Financing with (in R$ million)	Realized as of 12.31.2024
Financing with debt	5,747
Contribution from minority shareholders	3,917
Total	**9,664**

ENGIE Brasil Energia's investments in 2024 amounted to R$ 9,664 million, of which (i) R$ 9,350 million was invested in the acquisition of equity interests and construction of new projects, of which: R$ 4,100 million went to the implementation and acquisition of the Assuruá Wind Complex, R$ 2,364 million to the acquisition of the photovoltaic power plants of Atlas Energia Renovável do Brasil S.A.; R$ 1,912 million to the Assú Sol Photovoltaic Complex; R$ 405 million to the Asa Branca transmission system; R$ 276 million to the Santo Agostinho Wind Complex, R$ 141 million was invested in the recovery of the Paracatu Photovoltaic Complex; R$ 53 million in the completion of the Gralha Azul transmission system, R$ 46 million in the Graúna transmission system (implementation and compensation for existing assets); and R$ 53 million in the implementation of expansions and reinforcements of existing systems, as well as in the completion of other transmission systems; (ii) R$ 314 million was allocated to the renewal of the generating complex, mainly of hydroelectric power plants, and modernization of the Jaguara, Miranda and Salto Osório plants.

The amounts mentioned above do not take into account the capitalization of interest on financing during the construction phase of the projects.

The main projects and investments planned for the coming years refer to the implementation of the Santo Agostinho (Phase I) and Serra do Assuruá Wind Complexes, the Gavião Real and Asa Branca Transmission Systems and the Assú Sol Photovoltaic Complex.

(ii) investment funding sources

Projects developed and implemented by ENGIE Brasil Energia's subsidiaries generally involve raising funds from third parties in the order of 50% to 80% of the total investment. The remaining amount is covered by the company's own resources, which usually result from capital contributions from the parent company, ENGIE Brasil Energia. ENGIE Brasil Energia, in turn, raises funds through bank loans and financing or issuances in the capital market, which are usually used for said contributions, in addition to their use for working capital.

(iii) material divestments in progress and expected divestments

Sale of stake in TAG

At a meeting held on December 28, 2023, the Company's Board of Directors approved a share purchase agreement and other covenants between, on the one hand, the Company, and on the other, Caisse de Dépôt et Placement du Québec ("CDPQ"), through its wholly-owned subsidiary CDP Groupe Infrastructures Inc., with the intermediation and agreement of TAG. Through the agreement the terms and conditions were established for the sale, by the Company to CDPQ, of shares, the issue of TAG and the ownership of the Company, representing 15% of the total capital stock of TAG.

The base selling price was R$ 3,113 million in the form of a locked box structure with the related monetary restatement up to the closing date, in line with the usual terms for operations of this size and nature and as enshrined in the share purchase agreement.

Upon completion of the transaction, the Company will remain a shareholder of TAG, becoming the direct owner of shares issued by TAG representing 17.5% of the share capital. In this sense, the Company will remain bound by the TAG shareholders' agreement, maintaining the current controlling group, together with GDF International ("GDFI") and CDPQ.

As of January 10, 2024, following compliance with all conditions precedent, the sale of a corporate stake of 15% held by the Company in TAG was concluded through the transfer of shares and the settlement of the price pursuant to the terms of the share purchase agreement of December 28, 2023 between the Company in the quality of seller and TAG, as the intervening consenting party, and by CDPQ, through its wholly-owned subsidiary CDP Groupe Infrastructure Inc., in the quality of purchaser.

The Company continues to be a shareholder of TAG, holding shares representing 17.5% of the total capital stock of TAG. The ENGIE Group continues to hold 50% of the total capital stock of TAG, both parties to the shareholders' agreement, the existing group control being maintained.

Sale of subsidiary

On June 28, 2024, after fulfilling the conditions precedent, the sale of the equity interest that the Company held in subsidiary Lages Bioenergética Ltda. ("Lages") was completed. On that date, the company ceased to be controlled by the Company and was also no longer consolidated. The closing selling price was R$ 26 million, while the write-off of investment due to the sale of equity interest in a subsidiary totaled R$ 35 million, which generated a negative result from the sale of the asset, net of sales costs, of R$ 9 million.

With the exception of those mentioned above, on the date of this Management Proposal, the Company has no other divestments in progress or planned.

b. Previously disclosed acquisition of plants, equipment, patents or other assets, which may materially affect the Company's production capacity

Acquisition of Photovoltaic Complexes

For more information on the Acquisition of Photovoltaic Sets, see item 2.4 of this *Attachment I - Management's Comments*.

c. New products and services

(i) description of ongoing research already disclosed

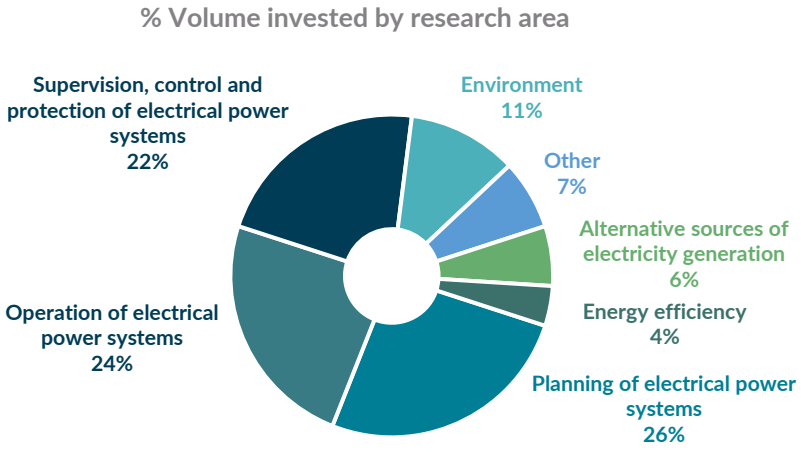
Aneel's Research, Development and Innovation Program (RDI) represents one of the most relevant mechanisms for the practice of innovation at ENGIE Brasil Energia. In total, the Company has invested more than R$ 250 million in almost 228 projects executed through partnerships with companies, universities and research institutions, fostering the open innovation model. In 2024, the Company invested in: (i) the National Fund for Scientific and Technological Development (FNDCT); (ii) the Ministry of Mines and Energy (MME), to fund the Energy Research Company (EPE); (iii) the Energy Development Account (CDE), to fund tariff moderation; and (iv) RDI projects.

(ii) total amounts spent by the issuer in research to develop new products or services

In 2024, more than R$55 million were allocated to the Program, distributed as follows:

- R$ 22.0 million to the National Fund for Scientific and Technological Development (FNDCT);
- R$ 11.0 million to the Ministry of Mines and Energy (MME), to cover the costs of the Energy Research Company (EPE);
- R$ 6.6 million to the Energy Development Account (CDE), to cover the costs of tariff reduction; and
- R$ 15.4 million to be invested in RDI projects.

The volume invested by ENGIE in the 14 ongoing Projects in 2024, which use resources from the balance available for contributions in Aneel RDI, was R$ 18.0 million, distributed in the research areas as shown in the graph below. If we consider the amount spent since the beginning of each of the projects in force, the amount exceeds R$ 36.6 million.



(iii) projects under development already disclosed

The Company presents below the projects executed in 2024:

Project Code	Description
PD-00403-0058/2024	Technological routes for the production of synthetic fuels
PD-00403-0059/2024	Raising safety levels in the executive process of transmission lines
PD-00403-0060/2024	Pioneering Batch and Market Insertion of the Optical Current Electronic Transformer - TECO-MR
PD-00068-0057-2022	Electrical Sector Analytical Intelligence System – SIASE Transmission module
PD-00063-3071/2020	Virtual Assistant for Operation Centers
PD-00403-0051/2020	Development and Application of Genetic Tools for Monitoring Ichthyofauna in Hydroelectric Power Plant Reservoirs
PD-00403-0053/2021	Methodologies for Identifying Operational Constraints in Systems with High Penetration of Variable Renewable Energy Sources
PD-00403-0054/2022	Impacts of climate change and land use on the Brazilian electricity sector
PD-00403-0055/2022	Valuation of Hydroelectric Power Plant Services and Commercial Proposals
PD-00068-0061/2022	Preparation of a study regarding the market capacity to meet the planned transmission works
PD-00403-0056/2023	Computational tool for detection, identification and quantification of energy losses in photovoltaic plants
PD-00403-0057/2023	Non-invasive equipment for detecting faults in synchronous generators through the external magnetic field – Pioneer Batch and Market Insertion
GPPDI-00403/2024-2028	Research, Development and Innovation Portfolio Management Action — Project aimed at management team activities, prospecting, portfolio management, RDI events, among others

More information about the projects and their objectives is available on the Company's Innovation page. (www.engie.com.br/ > ENGIE > Inovação na ENGIE > Projetos de P&D).

(iv) total amounts spent by the issuer in the development of new products or services

Not applicable.

d. Opportunities included in the issuer's business plan related to ESG questions

The Company's core business is energy generation from renewable sources, which means that its commitment to environmental sustainability is inherent to its business plan. By using renewable sources (hydroelectric, biomass, wind, solar), the Company contributes to reducing carbon emissions and diversification of the energy matrix, aligning itself with global goals to combat climate change. In addition, renewable energy generation represents a stable and sustainable source of revenue, especially in an energy transition scenario, in which there is a growing demand for this type of energy.

The Company also has solutions in its portfolio to support other organizations in their decarbonization journey. To this end, ENGIE offers the market Green Products: Carbon Credits (CDM), Renewable Energy Contracts (ENGIE-REC) and Renewable Energy Certificates (I-RECs), products that serve to neutralize and/or offset GHG emissions from Scopes I, II and III of Corporate Emissions Inventories.

2.11 Other factors that have significantly affected operating performance

Compensation – Santo Agostinho

Due to the breach of contractual conditions incurred by the supplier responsible for the construction of the Santo Agostinho Wind Complex, penalties provided for in the contract were applied to cover the damages caused by the delay in completing the work. Thus, in the second quarter of 2024, the amount of R$ 262 million was recognized under the item “Compensation”, and this amount was determined in order to compensate the Company for the revenue not earned as a result of the postponement of the start-up schedule.

Completion of the implementation of the Gavião Real Transmission System

In July 2024, the Gavião Real Transmission System started operations after the complete energization of its substation, as stated in the Terms of Release (TLD) issued by the National Electricity System Operator (ONS) on 07.12.2024. The project was won at Aneel Transmission Auction 01/2022, located in the state of Pará (PA), and consists of the expansion of the Itacaiúnas Substation, with the implementation of two 230/138kV transformers and a new 138kV yard to serve the energy distribution network in that state.

Debentures Issues

The Company carried out two issues of debentures during fiscal year 2024, with the aim of generating working capital to finance the implementation of its business plan.

Start of the Serra do Assuruá Wind Complex’s entry into operation

On August 6, 2024, the Company received authorization from the Aneel to start commercial operations of 15 units of the Serra do Assuruá Wind Complex. By December 31, 2024, 11 more wind power plants of the Complex entered commercial operations, bringing the complex to a total of 109 units in operation. The Serra do Assuruá Wind Complex is located in Gentio do Ouro (BA) and will consist of 24 wind power plants, with 188 wind turbines and a total installed capacity of 846 MW.

Participation in Transmission Auction No. 02/2024

On September 27, 2024, the Company won the bid in Transmission Auction No. 02/2024, promoted by the Aneel, for Lot 1, located in the states of Santa Catarina, Paraná, Minas Gerais, São Paulo and Espírito Santo, which provides for the installation of approximately 780 km of transmission lines, comprising six new transmission lines, two new substations and one new sectioning, and continuity in the provision of services of four existing lines and two substations. The RAP presented by the Company was R$ 252 million, with a discount of 48.14% in relation to the maximum revenue determined by the Aneel of R$ 486 million.

The term of the concession for the public transmission service, including licensing, construction, operation and maintenance of transmission facilities, will be 30 years, counting from the date of execution of the Concession Agreement, which occurred on December 09, 2024.

ATTACHMENT II – PROFIT ALLOCATION PROPOSAL

Allocation of annual net income

In compliance with Attachment A of CVM Resolution 81/2022, the Company informs:

1. Inform the fiscal year's net profit

R$ 4,279 million.

2. Inform the global amount and value per share of dividends, including previously disclosed dividends and interest on shareholder's equity already declared

Total amount of dividends in the amount of R$ 1,898 million (considering the amounts of R$ 933 million and R$ 250 million, relating to interim dividends and interest on shareholders' equity, respectively, indicated in item 6.a, and the amounts of R$ 367 million and R$ 348 million, relating to mandatory minimum dividends and additional dividends proposed, indicated in item 5.a), equivalent to 55% of distributable net income, and corresponding to R$ 2.32612752487 per common share.

3. Inform the percentage of annual net profit to be paid out

Equivalent to 55% of adjusted net income. Adjusted net income corresponds to the net income for the year, less Legal Reserves, Tax Incentives and Profits, adjusted by the realization of the equity valuation adjustment (attributed cost of fixed assets, as per the guidance established in CPC 27 and ICPC 10), by the prescribed dividends and interest on shareholders' equity, recognized in the "Retained Earnings" account and by the capital gain on the sale of a stake in a joint venture.

4. Inform the global amount and the amount per share of dividends paid out from previous years' profits

(i) Minimum mandatory and supplementary dividends for the fiscal year 2023 in the amount of R$ 995 million, corresponding to R$ 1.21880323443 per share, paid on July 26, 2024; and

(ii) Interest on shareholders' equity, for the period from January 1 to December 31, 2023, in the amount of R$ 145 million, corresponding to R$ 0.17771181551 per share, paid on July 26, 2024.

5. Inform, ex-early dividends and interest on shareholders' equity already declared:

a. The gross amount of dividends and IoSE, broken down by share type and class

R$ 715 million of minimum obligatory and complementary dividends proposed, for ordinary shares, corresponding to R$ 0.87648135221 per share.

b. Manner and term of payment of dividends and IoSE

To be submitted for approval by the Executive Board, as decided by the Board of Directors.

c. Any restatement of, or interest on, dividends and IoSE

Not applicable.

d. Announcement date of dividends and interest on shareholders' equity payout for the purposes of determining shareholders entitled to receive them

The date considered for identification of shareholders who will be entitled to of minimum obligatory and complementary dividends is May 06, 2025, the ex-date being May 07, 2025.

6. Should there have been announced dividends or interest on shareholders' equity based on semi-annual balance sheets or those for shorter periods:

a. Inform the amount of previously disclosed dividends and interest on shareholders' equity

R$ 933 million in interim dividends and R$ 250 million in interest on shareholders' equity.

b. Inform the date of the respective payments

The payment date for interim dividends will be defined by the Executive Board and the interest on shareholders' equity was paid on February 7, 2025.

7. Provide a comparative table indicating the following amounts broken down by share type and class:

a. Annual net profit and for the 3 (three) previous fiscal years

Year	Net income per common share
2024	R$ 5.2447648840
2023	R$ 4.2032581171
2022	R$ 3.2638656730
2021	R$ 1.9164997904

b. Dividend and interest on shareholders' equity distributed in the 3 (three) previous fiscal years

Ano	Dividend and interest on shareholders' equity per common share
2023	R$ 2.3367938476
2022	R$ 3.3162954344
2021	R$ 1.7149994166

8. If profits are allocated to required reserves

a. Identify the amount allocated to the required reserve

In 2024, there was no amount allocated, as in 2021 the Legal Reserve reached the limit of 20% of the share capital.

b. Detail calculations of the required reserves

Equal to 5% of the fiscal year's net profit, limited to 20% of the share capital.

9. If the company has preferred shares entitled to fixed or minimum dividends'

a. Describe how fixed or minimum dividends are calculated

Not applicable.

b. Report whether the profit for the year is sufficient for the full payment of fixed or minimum dividends

Not applicable.

c. Identify whether any unpaid installment is cumulative

Not applicable.

d. Identify the global amount of fixed or minimum dividends to be paid to each class of preferred shares

Not applicable.

e. Identify the fixed or minimum dividends to be paid per preferred share of each class

Not applicable.

10. Concerning mandatory dividends

a. Describe calculations as prescribed in the Bylaws

The Company's Bylaws (article 31 and paragraphs) provide that distribution of dividends of at least 30% (thirty percent) of the legally adjusted net profit is mandatory each year, and the allocation of the full result for the fiscal year must be submitted for resolution of the Annual General Meeting.

The Company shall prepare semi-annual balance sheets and the Board of Directors may, at its discretion, declare interim dividends based thereon.

The Company may prepare balance sheets and distribute interim dividends at shorter periods, provided that the total dividends paid out in each half of the fiscal year do not exceed the amount of capital reserves mentioned in Paragraph 1, Article 182 of Law 6,404 of December 15, 1976, as amended.

Board of Directors may announce interim dividends against the retained earnings or profit reserves accounts booked in the latest annual or semiannual balance sheet.

By resolution of the Board of Directors, the Company may credit or pay interest on shareholders' equity (IoSE) in accordance with the applicable legislation. The amounts paid or credited by the Company as IoSE may be considered for the purposes of mandatory dividends in accordance with the legislation.

Statute of limitations on claims on dividends shall run in three (03) years. Dividends not claimed in a timely manner shall revert to the Company.

b. Inform whether it is being paid in full

Yes.

c. Inform any retained amounts

Not applicable.

11. In case of mandatory dividends have been retained due to the Company's financial situation

a. Inform any retained amounts

Not applicable.

b. Describe the Company's financial situation in detail, including aspects related to liquidity analysis, working capital and positive cash flows

Not applicable.

c. Justify retaining the dividends

Not applicable.

12. In the event of profits allocated to contingency reserves

a. Identify the amount allocated to reserves

Not applicable.

b. Identify the loss deemed probable and its cause

Not applicable.

c. Explain why the loss has been deemed probable

Not applicable.

d. Justify constitution of the reserves

Not applicable.

13. In the event of profits allocated to unrealized profit reserves

a. Inform the amount allocated to unrealized profit reserves

Not applicable.

b. Inform the nature of the unrealized profits originating the reserve

Not applicable.

14. In the event of profits allocated to statutory reserves

a. Describe the statutory clauses that established the reservation

Not applicable.

b. Identify the amount allocated to the reserves

Not applicable.

c. Describe calculation of the amount

Not applicable.

15. In the event of profits retained pursuant to capital budgets

a. Identify the amount retained

R$ 2,435 million.

b. Provide a copy of the capital budget as concerns retained earnings

Source of funds *(In thousands of R$)*	2025	2026	2027	Total
Retained earnings for fiscal year 2024[1]	2,435	-	-	**2,435**
Debt and internal cash generation	1,845	2,104	2,192	**6,141**
Total of funds	**4,280**	**2,104**	**2,192**	**8,576**

[1] Article 196 of the Brazilian Corporate Law

Use of funds *(In thousands of R$)*	2025	2026	2027	Total
Asa Branca Transmission System	1,789	862	1	**2,652**
Graúna Transmission System	200	871	1,952	**3,023**
Serra do Assuruá Wind Complex	710	5	1	**716**
Assu Sol Photovoltaic Complex	942	7	1	**950**
Reinforcement of the Ponta Grossa substation - Gralha Azul	46	5	-	**51**
Salto Osório Hydro Power Plant modernization	34	2	-	**36**
Jaguara Hydro Power Plant modernization	105	194	109	**408**
Miranda Hydro Power Plant modernization	1	2	-	**3**
Paracatu Photovoltaic Plant expansion	153	-	-	**153**
Generator complex maintenance	300	156	128	**584**
Total use	**4,280**	**2,104**	**2,192**	**8,576**

16. In the event of profits allocated to tax incentives reserves

a. Inform the amount allocated to reserves

R$ 553 thousand.

b. Explain the nature of the destination

The reserve is formed by allocation a portion of the fiscal year's profits equivalent to the tax benefit granted by the Amazon Development Agency (Sudam) and the Northeast Development Agency (Sudene). The benefit corresponds to a 75% reduction in income tax owed on profits from activities of the Plants that have been granted the benefit - Ponte de Pedra and São Salvador HPP, based on Article 626 of Decree 9,580/2018, as shown below:

Tax Incentive Reserve *(In Thousands of R$)*	12.31.2024
Exploration profit	**14,069**
Nominal income tax (15%)	2,110
Income tax surcharge	1,406
Calculated income tax	**3,516**
Tax benefit (%)	75%
Calculated tax benefit	**2,637**
Tax incentive used	**553**

ATTACHMENT III – COMPOSITION OF THE FISCAL COUNCIL

Information indicated in item 7.3 to 7.6 of the Reference Form, with respect to the candidates nominated by the management or by the controlling shareholders

7.3 In relation to each of the issuer's administrators and members of the fiscal council, indicate, in table form:

Fiscal Council (appointed candidates)

Name	Date of birth	Management body	Election date	Independent member
CPF or passport	Profession	Elected position held	Tenure date	Nominated by the controlling shareholder
Other positions or functions		Number of terms of office	Term of office	Attendance at 2024 Fiscal Council meetings
Anderson Paiva Martins	03.31.1979	Fiscal Council	04.25.2025	Yes
077.424.247-70	Accountant	F.C. (Full member) - Nominated by the minority shareholder	04.25.2025	No
-		5 (five)	04.25.2026	100%
Marcelo Malta	08.15.1968	Fiscal Council	04.25.2025	Yes
001.323.137-58	Accountant	F.C. (Full member) – Nominated by the controlling shareholder	04.25.2025	Yes
-		0 (zero)	04.25.2026	-
Carla Carvalho de Carvalho	12.18.1965	Fiscal Council	04.25.2025	Yes
863.499.377-91	Lawyer	President of F.C. (Full member) - Nominated by the controlling shareholder	04.25.2025	Yes
-		0 (zero)	04.25.2026	-
Jorge Miguel de Bessa Menezes	01.24.1966	Fiscal Council	04.25.2025	Yes
837.714.927-34	Accountant	F.C. (Alternate member of Anderson Paiva Martins) – Nominated by the minority shareholder	04.25.2025	No
-		2 (two)	04.25.2026	100%
Manoel Eduardo Bouzan de Almeida	04.03.1952	Fiscal Council	04.25.2025	No
269.006.377-87	Accountant	F.C. (Alternate member of Marcelo Cardoso Malta) – Nominated by the controlling shareholder	04.25.2025	Yes
-		18 (eighteen)	04.25.2026	100%
Paulo Mauricio Mantuano de Lima	11.03.1654	Fiscal Council	04.25.2025	Yes
314.812.137-68	Economist	F.C. (Alternate member of Carla Carvalho de Carvalho) - Nominated by the controlling shareholder	04.25.2025	Yes
-		0 (zero)	04.25.2026	-

Anderson Paiva Martins - 077.424.247-70

Born on March 31, 1979. Bachelor of Accounting Degree, graduated in 2016 from Faculdade Presbiteriana Mackenzie Rio, and a Bachelor of Business Administration Degree, graduated in 2013 from Centro Universitário da Cidade. Formerly an employee at Mega Models from 1999 to 2008, where he was Financial Planning Coordinator. An employee of Agency Model from 2008 to 2015, where he was Financial Assistant. Has since 2015 been an Accountant at Banco Clássico S.A. and Alternate Fiscal Councilor at CEG.

He will sign a declaration stating that he has not been subject, in the last five years, to (i) criminal conviction; (ii) conviction in an administrative proceeding by CVM, BACEN, or SUSEP; (iii) final conviction, either judicially or administratively, that has suspended or disqualified him from practicing professional or commercial activities; and he is not considered a politically exposed person, according to CVM Resolution No. 50/21.

Marcelo Cardoso Malta - 001.323.137-58

Born on August 15, 1968. Bachelor of Accounting Degree from the State University of Rio de Janeiro in 1992. He began his professional career in 1989 as an auditor at Deloitte Touche Tohmatsu Auditores Independentes, where he remained until July 2005. During that period, he held several leadership positions, reaching the position of Audit Director in 2000. In August 2005, he joined ENGIE Brasil Energia S.A. as Accounting Manager, a role he held until 2019. Between 2015 and 2016, he also served as the company's Financial Planning and Control Manager. In 2019, he was appointed CFO of ENGIE, a position he held until May 2023. He then assumed the position of CEO of PREVIG - Sociedade de Previdência Complementar, the pension entity of the ENGIE Group companies in Brazil. Between 2008 and 2019, he was Chairman of the Deliberative Council of PREVIG. He also served as Financial Director of Itá Energética S.A. between 2015 and 2023 and was a member of the Board of Directors of Usina Termelétrica Pampa Sul S.A. between 2020 and 2023.

He will sign a declaration stating that he has not been subject, in the last five years, to (i) criminal conviction; (ii) conviction in an administrative proceeding by CVM, BACEN, or SUSEP; (iii) final conviction, either judicially or administratively, that has suspended or disqualified him from practicing professional or commercial activities; and he is not considered a politically exposed person, according to CVM Resolution No. 50/21.

Carla Carvalho de Carvalho - 863.499.377-91

Born on December 18, 1965. She worked as a lawyer at Banco Nacional S/A, advising the Financial Market, Capital Market and Corporate Finance Areas of Banco Nacional S.A.; Tax Legal Coordinator, advising the Comptroller's Office of Banco Boa Vista; Legal Advisor at Serra da Mesa Energia S.A., and Legal Superintendent at GDF Suez Energy Brasil Ltda., in addition to being a member of the Environment Committee of the France-Brazil Chamber. She also served on the Fiscal Council of ENGIE Brasil Energia S/A and the Statutory Audit Committee of ENGIE Brasil Energia S/A. She is a lawyer, graduated from the Fluminense Federal University (UFF), with a postgraduate degree in Tax Law from Estácio de Sá University, an Executive MBA from COPPEAD-UFRJ and a postgraduate degree in Civil Law from the Higher School of Law of the Brazilian Bar Association (OAB), RJ. He is currently a member of the Statutory Audit Committee of ENGIE Brasil Energia S/A.

She will sign a declaration stating that he has not been subject, in the last five years, to (i) criminal conviction; (ii) conviction in an administrative proceeding by CVM, BACEN, or SUSEP; (iii) final conviction, either judicially or administratively, that has suspended or disqualified him from practicing professional or commercial activities; and he is not considered a politically exposed person, according to CVM Resolution No. 50/21.

Jorge Miguel de Bessa Menezes - 837.714.927-34

Born on January 24, 1966, he has a degree in Accounting Sciences, graduated by Cândido Mendes, with an MBA (Master in Business Administration), in the area of Financial Control and Finance and Systems Analysis (PUCRJ). Worked at Retiro Baixo Energética S.A. (Cemig/Furnas) as Chief Executive Officer and at Walter Heuer Auditores Independentes he held the management position in the audit area. Currently he is internal auditor at Banco Clássico S.A.

He will sign a declaration stating that he has not been subject, in the last five years, to (i) criminal conviction; (ii) conviction in an administrative proceeding by CVM, BACEN, or SUSEP; (iii) final conviction, either judicially or administratively, that has suspended or disqualified him from practicing professional or commercial activities; and he is not considered a politically exposed person, according to CVM Resolution No. 50/21.

Manoel Eduardo Bouzan de Almeida - 269.006.377-87

Born on April 03, 1952, he holds a bachelor's degree in Accounting Sciences, having graduated in 1978 from the Faculdades Integradas Simonsen, Rio de Janeiro. He worked in the industrial sector from 1969 to June 1995 in various administrative functions, reaching the position of administration and accounting manager. In the second half of 1995, he was hired as accountant for the Serra da Mesa project by Serra Mesa S.A., occupying this position until June 1998, when he was transferred to the ENGIE Group, as the holding company's accountant, remaining in this position until his retirement at the end of June, 2011.

He will sign a declaration stating that he has not been subject, in the last five years, to (i) criminal conviction; (ii) conviction in an administrative proceeding by CVM, BACEN, or SUSEP; (iii) final conviction, either judicially or administratively, that has suspended or disqualified him from practicing professional or commercial activities; and he is not considered a politically exposed person, according to CVM Resolution No. 50/2021.

Paulo Mauricio Mantuano De Lima - 314.812.137-68

Born on November 3, 1954. Graduated in Economics from Gama Filho University in 1981. He has a postgraduate degree in the Executive MBA program from COPPEAD and an MBA in Corporate Finance from Fundação Getúlio Vargas. He participated in the board development program at Fundação Dom Cabral. He is a certified financial planner from Planar and certified as a fiscal advisor by the Brazilian Institute of Corporate Governance. He began his professional career in the financial market at Banco Nacional S.A., where he held management positions. He was a managing partner at Premium Distribuidora de Títulos de Valores Mobiliários Ltda. and between 1998 and 2018 he worked in the electricity sector as Finance Manager at ENGIE Brasil Energia S.A. and Administrative and Financial Director at Jirau Energia S.A. He was also Investment Director and Superintendent Director at Previg. He was a member of the Fiscal Council of Neoenergia and Renova Energia. Since 2019, he has been Chairman of the Fiscal Council of TAG.

He will sign a declaration stating that he has not been subject, in the last five years, to (i) criminal conviction; (ii) conviction in an administrative proceeding by CVM, BACEN, or SUSEP; (iii) final conviction, either judicially or administratively, that has suspended or disqualified him from practicing professional or commercial activities; and he is not considered a politically exposed person, according to CVM Resolution No. 50/2021.

7.4 Provide the information mentioned in item 7.3 in relation to the members of the statutory committees, as well as the audit, risk, financial and remuneration committees, even if such committees or structures are not statutory:

Name (Management Body)	
Committee type	Date of investiture
Audit type	Term of office
Position held	Election date
Description of other committees	Elected by the controlling shareholder
Description of other position/function	Start date of first term of office
Carla Carvalho de Carvalho (Fiscal Council)	
Audit Committee	05.07.2024
Audit Statutory Committee according to CVM Resolution 23/21	05.07.2024
Committee Member (Effective)	05.07.2026
N/A	Yes
N/A	05.14.2020

7.5 To inform the existence of a conjugal, common law marriage or family relationship down to second degree between: (a) managers of the issuer, (b) (i) managers of the issuer and (ii) managers of the direct or indirect subsidiaries of the issuer; (c) (i) managers of the issuer or of its direct or indirect subsidiaries, and (ii) direct or indirect controlling companies of the issuer; and (d) (i) managers of the issuer and (ii) managers of the direct or indirect subsidiaries of the issuer:

None of the relationships described above exist between the members of the management, indicated by the controlling shareholder; between the members of the management and the Company and the members of management of direct or indirect subsidiaries, of the Company; between the members of the management of the Company or of its direct and indirect subsidiaries and direct and indirect controlling entities of the Company; and between managers of the Company and members of the management of the directly and indirectly controlling corporations of the Company.

7.6 To inform about subordination, retainer or control relations in the past 3 fiscal years between managers of the issuer and:

a. entity under the issuer's direct or indirect control, with the exception of those in which the issuer holds, directly or indirectly, a stake equal to or greater than 99% (ninety-nine percent) of the share capital

Not applicable, as no proposal for the election of administrators will be submitted to the Annual General Meeting.

b. direct or indirect controller of the issuer

Not applicable, as no proposal for the election of administrators will be submitted to the Annual General Meeting.

c. if relevant, supplier, customer, debtor or creditor of the issuer, its controlled company or controlling companies or controlled companies of any of these people

Not applicable, considering that none of the Company's administrators or its subsidiaries are its supplier, customer, debtor, or creditor.

7.8. Other information that the Company deems relevant

The Company clarifies that, if there is a request for the installation of the Fiscal Council, 2 (two) full members of the Fiscal Council and their alternates will be proposed, indicated by the Controlling Shareholder, and 1 (one) full member of the Fiscal Council and their alternates will be proposed by the non-controlling shareholders.

ATTACHMENT IV – 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 39th Extraordinary General Meeting, called for April 25th, 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

BYLAWS

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 ~~Laws and Regulations~~ **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, ~~when installed,~~ 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 ~~to Article 3 of~~ 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 ~~the ensuing business activities~~ **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), 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.

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 the ~~BCL~~ **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).

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, ~~if the case,~~ and the fiscal council, ~~when installed,~~ 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 ~~Law 6,404/76~~ **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 ~~ENGIE~~ **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 ~~ENGIE~~ **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 ~~ENGIE~~ **Company's** Chief Executive Officer and an executive officer; and

~~**III** – for the purchase of CE-4500 coal, up to 100,000 tons a month, or an equivalent amount for the purchase of other types of fuel: approval by the ENGIE Chief Executive Officer and an executive officer. Purchases exceeding the amount set herein require approval by the Board of Directors.~~

~~**IV**~~**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 his/her alternate and, in the absence of the latter, by the Vice Chairman.

CHAPTER VI

Board of Executive Officers

Article 21 – The Board of Executive Officers shall be comprised of 8 (eight) 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 ~~not~~ function permanently, ~~being installed only upon the request of the shareholders, in the due form of the law,~~ comprising of ~~up to~~ **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.** ~~with a term of office of 1 (one) year. It shall be incumbent on the General Meeting which elects the Fiscal Council to set the respective compensation, respecting the legal minimum~~.

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.

CHAPTER 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, ~~Law 6,404, dated December 15, 1976~~ **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.

Chairman’s Office

Legal Affairs Area
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COMPARATIVE TABLE

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
CHAPTER I **Name, Organization, Head Office, Duration and Purpose**	**CHAPTER I** **Name, Organization, Head Office, Duration and Purpose**	N/A
Article 1 - ENGIE Brasil Energia S.A. is a corporation governed by these Bylaws, by Law 6,404 of December 15, 1976 ("Brazilian Corporate Law") and other applicable Laws and Regulations.	**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 ~~Laws and Regulations~~ applicable standards.	Proposed adjustments for the purpose of defining 'Company' and to replace the terms 'Laws and Regulations' with 'standards,' as this is more comprehensive.
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, when installed, are subject to the provisions of Novo Mercado Listing Rules ("Novo Mercado Rules").	**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, ~~when installed~~, are subject to the provisions of Novo Mercado Listing Rules ("Novo Mercado Rules").	Adjustment in the wording, considering the proposal to change the Fiscal Council to make it a permanent functioning body.
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 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.	N/A
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 to Article 3 of the Novo Mercado Rules.	**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 ~~to Article 3 of~~ the Novo Mercado Rules.	Adjustment of reference to the Novo Mercado Regulation.
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 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.	N/A
Article 3 – The Corporation has an indeterminate duration.	**Article 3** – The Corporation has an indeterminate duration.	N/A
Article 4 – The Corporate purpose is:	**Article 4** – The Corporate purpose is:	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
I – to study, design, build and operate electric power plants, as well as to carry out the ensuing business activities;	I – to study, design, build and operate electric power plants and transmission systems, as well as to carry out ~~the ensuing business~~ company acts arising from these activities, such as the sale of electric energy, wholesale and retail;	The wording of item I was essentially complemented to expressly mention that the activities of electric energy commercialization may include both wholesale and retail, in order to meet some requirements described in the CCEE Commercialization Procedures (module – Agents), submodule 1.6 (Retail Commercialization), item 3.1.1 and ANEEL Normative Resolution No. 1011/2022.
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;	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;	N/A
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;	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;	N/A
IV – to take part in organizations dedicated to the operational coordination of interconnected electrical systems;	IV – to take part in organizations dedicated to the operational coordination of interconnected electrical systems;	N/A
V – to take part in regional, national or international technical, scientific and business associations or organizations of interest to the electric industry;	V – to take part in regional, national or international technical, scientific and business associations or organizations of interest to the electric industry;	N/A
VI – to contribute to environmental preservation in the performance of its activities;	VI – to contribute to environmental preservation in the performance of its activities;	N/A
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	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	N/A
VIII – to have an interest, as a partner, shareholder or stockholder, in other companies in the energy industry.	VIII – to have an interest, as a partner, shareholder or stockholder, in other companies in the energy industry.	N/A
CHAPTER II **Capital and Stock**	**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,	**Article 5** – The subscribed capital stock is R$ 4,902,647,710.37 (four billion, nine hundred and two million,	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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.	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.	
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 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.	N/A
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 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.	N/A
Paragraph 3 – The Corporation may not issue preferred shares or founder's shares.	**Paragraph 3** – The Corporation may not issue preferred shares or founder's shares.	N/A
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 the BCL Brazilian Corporate Law being guaranteed.	**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 the ~~BCL~~ Brazilian Corporate Law being guaranteed.	Definition adjustment, according to the definition in Article 1 of the Bylaws.
Article 6 - The Corporation may issue simple or convertible debentures.	**Article 6** - The Corporation may issue simple or convertible debentures.	N/A
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 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	**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 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	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
with the rules and conditions established by the Board of Directors.	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.	**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.	N/A
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 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).	N/A
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 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.	N/A
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.	**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.	N/A
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.	**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.	N/A
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.	**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.	N/A
CHAPTER III **Shareholders' Meetings**	**CHAPTER III** **Shareholders' Meetings**	N/A
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;	**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;	Wording adjustment, in view of the proposed change to the Fiscal Council to transform it into a permanently operating body

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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, if the case, and the fiscal council, when installed, 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.	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, ~~if the case,~~ and the fiscal council, ~~when installed,~~ 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 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.	N/A
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	**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	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
indirectly controlled by the Company, without preemptive rights.	indirectly controlled by the Company, without preemptive rights.	
CHAPTER IV **Management**	**CHAPTER IV** **Management**	
Article 14 – The Corporation shall be managed by a Board of Directors and a Board of Executive Officers.	**Article 14 –** The Corporation shall be managed by a Board of Directors and a Board of Executive Officers.	N/A
Article 15 – The shareholders' meeting shall determine the compensation of the members of both boards. In the event such compensation is determined as an aggregate amount, such amount will be apportioned among the members of both boards by the Board of Directors.	**Article 15** – The shareholders' meeting shall determine the compensation of the members of management and **fiscal council**. In the event such compensation is determined as an aggregate amount, the board of directors must decide on its apportionment among its members, the directors and **members of the fiscal council.**	Wording adjustment, in view of the proposed change to the Fiscal Council to transform it into a permanently operating body.
CHAPTER V **Board of Directors**	**CHAPTER V** **Board of Directors**	N/A
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.	**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.	N/A
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 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.	N/A
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 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.	N/A
Paragraph 3 – The investiture of the members of the Board of Directors, effective and alternates, shall be conditional on the signature of their	Paragraph 3 – The investiture of the members of the Board of Directors, effective and alternates, shall be conditional on the signature of their	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
respective Investiture Instrument which shall incorporate adherence to the provisions to B3's Novo Mercado Rules and the commitment clause pursuant to Article 40.	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 Law 6,404/76.	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 ~~Law 6,404/76~~ **the Brazilian Corporate Law.**	N/A
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 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.	N/A
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 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.	N/A
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.	**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.	N/A
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 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.	N/A
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	**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	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
votes, the chairman having the casting vote in the event of a tie.	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 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.	N/A
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.	**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.	N/A
Article 19 – The Board of Directors shall have the following duties:	**Article 19** – The Board of Directors shall have the following duties:	N/A
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** – 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	**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** – 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	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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** – 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	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** – 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	

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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.	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	**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	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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:	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 ENGIE 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 ENGIE'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;	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 ~~ENGIE~~ 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 ~~ENGIE~~ 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;	In addition to definition adjustments, an exception was included that would waive the approval of the Board of Directors for contracts signed between Engie Brasil Energia and a company 90% controlled by it.
II – Energy export 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 ENGIE Chief Executive Officer and an executive officer;	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 ~~ENGIE~~ Company's Chief Executive Officer and an executive officer; and	In addition to being adjusted according to the definition inserted in Article 1 of the Bylaws, an exception was included that would waive the approval of the Board of Directors for energy import contracts.
III – for the purchase of CE-4500 coal, up to 100,000 tons a month, or an equivalent amount for the purchase of other types of fuel: approval by the ENGIE Chief Executive Officer and an executive officer. Purchases exceeding the	~~III – for the purchase of CE-4500 coal, up to 100,000 tons a month, or an equivalent amount for the purchase of other types of fuel: approval by the ENGIE Chief Executive Officer and an executive officer. Purchases exceeding the~~	Excluded in the context of updating certain scopes of the Board of Directors.

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
amount set herein require approval by the Board of Directors; and	~~amount set herein require approval by the Board of Directors; and~~	
IV – 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.	~~IV~~ 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.	N/A
Article 20 – In the event of his/her absence or incapacity, the Chairman of the board shall be replaced by his/her alternate and, in the absence of the latter, by the Vice Chairman.	**Article 20** – In the event of his/her absence or incapacity, the Chairman of the board shall be replaced by his/her alternate and, in the absence of the latter, by the Vice Chairman.	N/A
CHAPTER VI **Board of Executive Officers**	**CHAPTER VI** **Board of Executive Officers**	N/A
Article 21 – Board of Executive Officers shall be comprised of 8 (eight) officers elected by the Board of Directors, serving a 3- (three) year term of office, eligible for reelection.	**Article 21** – Board of Executive Officers shall be comprised of 8 (eight) officers elected by the Board of Directors, serving a 3- (three) year term of office, eligible for reelection.	N/A
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 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.	N/A
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 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.	N/A
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.	**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.	N/A
Article 22 – The Board of Executive Officers shall meet regularly, at least once a month, and whenever special	**Article 22** – The Board of Executive Officers shall meet regularly, at least once a month, and whenever special	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
meetings are called, as set forth herein.	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	**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	N/A
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.	**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.	N/A
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.	**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.	N/A
Paragraph 1 - In the performance of their duties, it is incumbent on the Board of Executive Officers to:	**Paragraph 1 -** In the performance of their duties, it is incumbent on the Board of Executive Officers to:	N/A
I – establish the rules and guidelines in the light of the general guidance for business set forth by the Board of Directors;	I – establish the rules and guidelines in the light of the general guidance for business set forth by the Board of Directors;	N/A
II – prepare the financial statements and the management report for analysis of the board of directors and approval of the General Meeting, where applicable;	II – prepare the financial statements and the management report for analysis of the board of directors and approval of the General Meeting, where applicable;	N/A
III – prepare the Company's annual budget, manner in which it will be implemented and the general plans of the Company;	III – prepare the Company's annual budget, manner in which it will be implemented and the general plans of the Company;	N/A
IV – approve any review of the agreed annual budget, subject to observing the overall amounts approved by the Board of Directors;	IV – approve any review of the agreed annual budget, subject to observing the overall amounts approved by the Board of Directors;	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
V – prepare the internal regulations of the Company and submit them for approval of the board of directors;	V – prepare the internal regulations of the Company and submit them for approval of the board of directors;	N/A
VI – limits and levels of authority for the representation of the Company by proxies; and	VI – limits and levels of authority for the representation of the Company by proxies; and	N/A
VII – deliberate on other matters attributed to the Board of Executive Officers by the board of directors or by the general meeting.	VII – deliberate on other matters attributed to the Board of Executive Officers by the board of directors or by the general meeting.	N/A
Paragraph 2 – The following duties are incumbent solely on the Chief Executive Officer:	**Paragraph 2 –** The following duties are incumbent solely on the Chief Executive Officer:	N/A
I – presiding over the Board of Executive Officers meetings;	I – presiding over the Board of Executive Officers meetings;	N/A
II – coordinating and guiding the activities of all other executive officers, in their respective areas;	II – coordinating and guiding the activities of all other executive officers, in their respective areas;	N/A
III – assigning special activities and tasks to any of the executive officers, irrespective of their usual duties; and	III – assigning special activities and tasks to any of the executive officers, irrespective of their usual duties; and	N/A
IV – ensuring the compliance with the resolutions of the Board of Directors and Board of Executive Officers.	IV – ensuring the compliance with the resolutions of the Board of Directors and Board of Executive Officers.	N/A
No matching device.	**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.**	Proposal to update the wording to expressly include the responsibilities of the Company's Investor Relations Officer.
Article 25 – the case of temporary incapacity, leave or vacation of any executive officer, the Board of	**Article 25** – the case of temporary incapacity, leave or vacation of any executive officer, the Board of	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
Executive Officers shall appoint another executive officer to take on his/her duties.	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 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.	N/A
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.	**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.	N/A
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 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.	N/A
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.	**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.	N/A
CHAPTER VII **Auxiliary Management Bodies**	**CHAPTER VII** **Auxiliary Management Bodies**	N/A
Article 28 – The Company shall have a permanently installed Audit Committee for advising the Board of Directors.	**Article 28** – The Company shall have a permanently installed Audit Committee for advising the Board of Directors.	N/A
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 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.	N/A
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 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.	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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 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.	N/A
Paragraph 4 - When due, the Board of Directors shall establish the compensation of the members of the Committees.	**Paragraph 4** - When due, the Board of Directors shall establish the compensation of the members of the Committees.	N/A
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.	**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.	N/A
Paragraph 1 - The same member of the Audit Committee may accumulate both qualifications referred to in the caption sentence	**Paragraph 1** - The same member of the Audit Committee may accumulate both **the** qualifications referred to in the caption sentence	Wording adjustment.
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 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.	N/A
Paragraph 3 - The functions of the Audit Committee, in addition to those defined in its Internal Charter, shall be:	**Paragraph 3** - The functions of the Audit Committee, in addition to those defined in its Internal Charter, shall be:	N/A
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;	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;	N/A
II – to evaluate the quarterly information, intermediate statements and the financial statements;	II – to evaluate the quarterly information, intermediate statements and the financial statements;	N/A
III – to accompany the activities of the internal audit and the Company's internal controls area;	III – to accompany the activities of the internal audit and the Company's internal controls area;	N/A
IV – to evaluate and monitor the Company's risk exposures; and	IV – to evaluate and monitor the Company's risk exposures; and	N/A
V – to evaluate, monitor and recommend to the Company's	V – to evaluate, monitor and recommend to the Company's	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
management the correction or improvement of the Company's internal policies including the policy for transaction between related parties.	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.	**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.	N/A
CHAPTER VIII **Fiscal Council**	**CHAPTER VIII** **Fiscal Council**	N/A
Article 30 – The Fiscal Council shall not function permanently, being installed only upon the request of the shareholders, in the due form of the law, comprising of up to 3 (three) effective members and an equal number of alternates with a term of office of 1 (one) year. It shall be incumbent on the General Meeting which elects the Fiscal Council to set the respective compensation, respecting the legal minimum.	**Article 30** – The Fiscal Council shall ~~not~~ function permanently, ~~being installed only upon the request of the shareholders, in the due form of the law,~~ comprising of ~~up to~~ **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.** ~~with a term of office of 1 (one) year. It shall be incumbent on the General Meeting which elects the Fiscal Council to set the respective compensation, respecting the legal minimum~~	Wording adjusted to provide that the Fiscal Council will operate permanently, recognizing its role as an increase in the Company's governance.
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.	**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.	N/A
CHAPTER IX **Fiscal Year and Financial Statements**	**CHAPTER IX** **Fiscal Year and Financial Statements**	N/A
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.	**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.	N/A
Paragraph 1 - The distribution of dividends not below thirty percent (30%) of the net income, indexed as required by law, is mandatory; the	**Paragraph 1** - The distribution of dividends not below thirty percent (30%) of the net income, indexed as required by law, is mandatory; the	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
destination of total income for the year shall be submitted to the general meeting.	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 2 –** The Corporation shall prepare half-yearly balance sheets; the Board of Directors may declare interim dividends on the basis of such financial statements.	N/A
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, Law 6,404, dated December 15, 1976.	**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 ~~Law 6,404, dated December 15, 1976~~ from the Brazilian Corporate Law.	Adjustment for reference standardization, reflecting the definition contained in Article 1 of the Bylaws.
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 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.	N/A
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.	**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.	N/A
Article 32 – Dividends not claimed within three (3) years shall revert to the Corporation.	**Article 32** – Dividends not claimed within three (3) years shall revert to the Corporation.	N/A
CHAPTER X **Divestiture of the controlling interest**	**CHAPTER X** **Divestiture of the controlling interest**	N/A
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.	**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.	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
Sole Paragraph – The public offering mentioned above shall also be required in the event of:	**Sole Paragraph** – The public offering mentioned above shall also be required in the event of:	N/A
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	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	N/A
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.	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.	N/A
CHAPTER XI **Corporate Reorganization**	**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.	**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.	N/A
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.	**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.	N/A
CHAPTER XII **Deregistration**	**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.	**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.	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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 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.	N/A
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 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.	N/A
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.	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.	N/A
CHAPTER XIII Deregistration from the Novo Mercado	**CHAPTER XIII Deregistration from the Novo Mercado**	**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.	**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.	N/A
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	**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	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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.	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:	**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:	N/A
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; and	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; and	N/A
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.	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.	N/A
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.	**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.	N/A
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.	**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.	N/A
CHAPTER XIV **Dissolution, Liquidation and Extinguishment**	**CHAPTER XIV** **Dissolution, Liquidation and Extinguishment**	N/A
Article 39 – The Company shall go into liquidation, dissolution and extinguishment in cases in law or by decision of the general meeting.	**Article 39** – The Company shall go into liquidation, dissolution and extinguishment in cases in law or by decision of the general meeting.	N/A

Bylaws (current reading)	Bylaws (proposed reading)	Observation/justification
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 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.	N/A
Paragraph 2 – The fiscal council shall operate during the period of liquidation.	**Paragraph 2** – The fiscal council shall operate during the period of liquidation.	N/A
CHAPTER XV **Arbitration**	**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.	**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.	N/A
CHAPTER XVI **Miscellaneous**	**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 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.	N/A
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.	**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.	N/A

ATTACHMENT V – MANAGEMENT COMPENSATION

Information about the proposal for management compensation based on item 8 of the Reference Form.

8.1 Description of the policy or practice of compensation of the board of directors, statutory and non-statutory executive board, fiscal council, statutory committees, and audit, risk, financial and compensation committees, addressing the following aspects:

a. Objectives of the compensation policy or practice, informing whether the compensation policy has been formally approved, the relevant approving body, the date of approval and, where the issuer discloses the policy, world wide web sites where the document can be viewed

The Company abides by the Controlling Group's guidelines and compensation benchmarks obtained from compensation surveys conducted by specialized consultancy firms. On February 27, 2024, the Board of Directors approved the Compensation Policy for Directors, Officers and Committee Members ("Compensation Policy"), which is available on the Company's Investor Relations page (www.engie.com.br/investidores/ > Estatuto Social, Codigos e Politicas).

The compensation practice for members of the Board of Directors, Executive Management, Fiscal Council and Committees aims to attract and retain professionals and executives aligned with the Company's business guidelines, values and culture. The practice takes account of market analysis, the knowledge required to perform, the complexity of the activities involved, and the expected results based on business objectives.

In addition, Committee members who are also on the Company's payroll receive no compensation for their membership in committees, except for the remunerations described in item 8.1 c) below.

b. Practices and procedures embraced by the Board of Directors to set the individual compensation of the Board of Directors and Executive Board:

(i) governing bodies and committees of the issuer that play a role in the decision-making process, identifying the role played;

The remuneration amounts are proposed by the Company's direct parent company, ENGIE Brasil Participações Ltda., in accordance with criteria established globally by the ENGIE Group and subsequently approved at the Company's General Shareholders' Meeting, pursuant to Law No. 6,404/76. This amount is not changed during the fiscal year, as it is defined for each year in accordance with limits approved by the General Shareholders' Meeting for each fiscal year (January to December).

(ii) criteria and methodology used to set individual compensation, indicating whether surveys are used to determine market practices and, if so, the benchmarking criteria and the scope of such studies;

Fixed compensation is benchmarked against the Brazilian median according to market surveys conducted annually with specialized consultancies to enable comparisons between the amounts paid to executives by companies of similar size and revenues, with greater weight assigned to those active in the Brazilian electricity industry, as well as with the observance of internal consistency in the ENGIE Group.

The variable compensation aims to provide competitive compensation levels compared with the market, repay efforts building results, and the values generated by the Company by means of a bonus pegged to performance, and to motivate the fulfillment of business and strategic objectives, reflecting the Company's and ENGIE Group's culture and values.

(iii) how often, and in what manner, does the board of directors evaluate the adequacy of the issuer's compensation policy.

Eventually, the Company reevaluates the Policy's alignment with identified needs and any changes or updates must have the approval of the Board of Directors and be disclosed in a timely manner to the Securities and Exchange Commission – CVM and B3.

c. Compensation breakdown

i. description of the elements of the compensation and their respective objectives

Depending on the role performed by the executive, he/she may receive fixed monthly remuneration, annual variable remuneration and/or long-term incentive, in addition to a basket of social benefits, as described below:

a) Fixed remuneration is the monthly payment of a fixed amount to the executive and represents financial compensation for their efforts. It is defined according to the nature and responsibilities of each position, based on market research conducted periodically by specialized consulting firms.

b) Variable remuneration may be paid annually in the form of bonuses and profit and/or result sharing, considering the achievement of the collective objectives established for the fiscal year and the individual objectives of the executive, with the aim of compensating for the results achieved, aligned with the Company's business guidelines, values, and culture.

The financial indicators used are defined annually and may involve the evolution of the Company's EBITDA, free cash flow generation, net income of the Company, etc.

The non-financial indicators used may include the achievement of corporate objectives, operational and health and safety results. Complementing the non-financial indicators, by which executives are evaluated annually, are also behavioral and managerial issues.

c) Long-term incentive (LTI) is based on a Phantom Shares plan that involves a specific deferred bonus, paid in monetary values, three years after the grant date, linked to the achievement of financial indicators and a Performance Shares program tied to the future results of the Group.

d) Social benefits are granted to executives as a way to ensure the social and health conditions necessary for the position they hold in the Company and include health recovery assistance, annual medical check-up, food allowance, life insurance, and supplementary pension.

Each body has a remuneration composition in force, as follows:

Board of Directors

- All members receive Fixed Remuneration, with differentiation between full members and alternates, paid in 13 equal installments during the fiscal year.

- Members of the Board of Directors are not entitled to social benefits, except for the Chairman and the members elected by the Company's employees.

- Full and alternate members of the Board of Directors elected by the employees, if employed by the Company, will maintain their active employment contract, receiving their regular fixed and variable remuneration, and, in addition, will also receive the fees of full and alternate board members, respectively.

The individual compensation of the members of the Board of Directors shall not exceed that of the members of the Executive Board.

Executive Board

- Members receive fixed remuneration, paid in 13.33 installments during the fiscal year, and variable remuneration.

- Variable remuneration is measured annually according to the executive's position and the Company's results, individually and, to a lesser extent, the Economic Group's results, and can range from 34% to 90% of the executive's annual fixed remuneration.

- Post-employment benefits: The Company sponsors a supplementary retirement plan in the Set Contribution format. The plan is managed by PREVIG – Sociedade de Previdência Complementar, and funding for the benefits comes from members' and the sponsor's contributions. The Company's contribution is the same as the employees' basic contribution, limited to a ceiling pursuant to the plan's regulations.

- Stock-based compensation: The Company' directly controlling entity ENGIE Brasil Participações Ltda., offers to the Executive Board a Long-Term Incentive Plan (ILP) pegged to the performance of Phantom Shares and corporate indicators after a 3-year period, as well as to Performance Shares is described in item 8.19 of this Management Proposal.

Non-Statutory Executive Board

As of 11.01.2023, the Legal Advisory Department was elevated to the level of Legal and Ethics Officer and the role of Legal and Ethics Officer was taken over by the then Legal Manager, being considered a Functional Officer (not provided for in the Bylaws). The remuneration practice of the Functional Board (Non-Statutory) follows current Labor Legislation and Collective Labor Agreements and does not comprise the amount of remuneration for directors approved by the AGM for the fiscal year.

Fiscal Council

All members receive fixed remuneration, with differentiation between full members and alternates, paid in 13 equal installments during the fiscal year in the form of pro-labore, the amount of which is approved by the General Meeting of Shareholders. The pro-labore of full members cannot be less than 10% of the average monthly remuneration of statutory directors, excluding benefits and variable remuneration, for each active member. Members of the Fiscal Council do not receive variable remuneration and are not entitled to the benefits package.

Strategic Committee

Members of the Strategic Committee do not receive additional remuneration for participating in the Committee.

Exception for cases where there are members representing the Board of Directors in these bodies, whose remuneration (or lack thereof) will be defined by the Board itself and currently corresponds to the same remuneration defined for alternate members of the Board of Directors.

Special Independent Committee for Transactions with Related Parties

The Committee's compensation is set by the Board of Directors by project and shall not exceed one (01) additional monthly compensation of the members who already hold positions with the Company. Upon convening, the Board of Directors shall define the duration of the committee's engagement and compensation's payment.

No payments have been made as compensation for members of this Committee in the past 3 fiscal years.

Statutory Audit Committee

The Statutory Audit Committee's compensation is set by the direct controller, and all members shall receive fixed compensation to be paid in 13 equal installments over the duration of the fiscal year.

Members of the Statutory Audit Committee who hold other positions in the Company's Board of Directors shall be paid cumulative fees as members of the Board of Directors and of the Statutory Audit Committee.

- ***Proportion of each component in the total compensation relative to the last 3 fiscal years.***

The proportions of fixed compensation, variable compensation and benefits to total compensation are represented as follows:

Total compensation scheduled for the Fiscal Year on 12.31.2025					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Annual fixed compensation					
Salary	97.33%	58.29%	100.00%	100.00%	69.30%
Direct and indirect benefits	0.00%	5.39%	0.00%	0.00%	3.89%
Committees' seats	2.67%	0.00%	0.00%	0.00%	0.62%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other fixed compensation					
Variable compensation					
Bonus	0.00%	12.04%	0.00%	0.00%	8.68%
Profit sharing	0.00%	10.21%	0.00%	0.00%	7.36%
Attendance at meetings	0.00%	0.00%	0.00%	0.00%	0.00%
Commissions	0.00%	0.00%	0.00%	0.00%	0.00%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other variable compensation					
Post-employment benefits	0.00%	5.86%	0.00%	0.00%	4.23%
Benefits motivated by the termination of the position	0.00%	0.00%	0.00%		0.00%
Stock-based	0.00%	8.21%	0.00%	0.00%	5.92%
Total compensation[1]	100.00%	100.00%	100.00%	100.00%	100.00%

Total compensation in the Fiscal Year as 12.31.2024					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Annual fixed compensation					
Salary	93.92%	52.37%	100.00%	100.00%	62.48%
Direct and indirect benefits	0.15%	7.45%	0.00%	0.00%	5.67%
Committees' seats	3.43%	0.00%	0.00%	0.00%	0.85%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other fixed compensation					
Variable compensation					
Bonus	0.48%	14.47%	0.00%	0.00%	11.06%
Profit sharing	0.79%	10.95%	0.00%	0.00%	8.47%
Attendance at meetings	0.00%	0.00%	0.00%	0.00%	0.00%
Commissions	0.00%	0.00%	0.00%	0.00%	0.00%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other variable compensation					
Post-employment benefits	1.23%	4.97%	0.00%	0.00%	4.06%
Benefits motivated by the termination of the position	0.00%	0.00%	0.00%		0.00%
Stock-based	0.00%	9.80%	0.00%	0.00%	7.41%
Total compensation[1]	100.00%	100.00%	100.00%	100.00%	100.00%

Total compensation in the Fiscal Year as 12.31.2023					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Annual fixed compensation					
Salary	91.65%	57.86%	100.00%	100.00%	68.76%
Direct and indirect benefits	0.57%	7.20%	0.00%	0.00%	5.13%
Committees' seats	4.79%	0.00%	0.00%	0.00%	1.16%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other fixed compensation					
Variable compensation					
Bonus	0.68%	8.23%	0.00%	0.00%	5.87%
Profit sharing	1.57%	16.57%	0.00%	0.00%	11.87%
Attendance at meetings	0.00%	0.00%	0.00%	0.00%	0.00%
Commissions	0.00%	0.00%	0.00%	0.00%	0.00%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other variable compensation					
Post-employment benefits	0.74%	5.03%	0.00%	0.00%	3.67%
Benefits motivated by the termination of the position	0.00%	0.00%	0.00%	0.00%	0.00%
Stock-based	0.00%	5.10%%	0.00%	0.00%	3.54%
Total compensation[1]	100.00%	100.00%	100.00%	100.00%	100.00%

Total compensation in the Fiscal Year as 12.31.2022					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Annual fixed compensation					
Salary	92.12%	50.95%	100.00%	100.00%	63.94%
Direct and indirect benefits	0.07%	6.35%	0.00%	0.00%	4.45%
Committees' seats	4.43%	0.00%	0.00%	0.00%	1.04%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other fixed compensation	-	-	-	-	-
Variable compensation					
Bonus	0.63%	29.24%	0.00%	0.00%	20.54%
Profit sharing	1.43%	6.04%	0.00%	0.00%	4.55%
Attendance at meetings	0.00%	0.00%	0.00%	0.00%	0.00%
Commissions	0.00%	0.00%	0.00%	0.00%	0.00%
Other	0.00%	0.00%	0.00%	0.00%	0.00%
Description of other variable compensation	-	-	-	-	-
Post-employment benefits	1.32%	5.43%	0.00%	0.00%	4.09%
Benefits motivated by the termination of the position	0.00%	0.00%	0.00%	0.00%	0.00%
Stock-based	0.00%	2.00%	0.00%	0.00%	1.40%
Total compensation(1)	100.00%	100.00%	100.00%	100.00%	100.00%

(1) Pursuant to Circular Letter /Annual-2025-CVM/SEP, social charges owed by the employer shall not be within the scope of "direct and indirect benefits" and shall not be included in the global or individual compensation amounts in this item's compensation tables.

- ***Calculation and restatement method for each element of compensation***

Compensation is defined according to the nature and duties of each position, based on market surveys held periodically by specialized consultancies.

- ***Leading performance indicators taken into consideration in the surveys, including, where appropriate, indicators connected to ESG issues***

In the positioning of management's compensation in relation to the market, quantitative and qualitative indicators, degree of contribution to the results, general performance and experience are used.

Variable compensation is directly related to the results of corporate and individual performance, and considers:

- Financial and operational indicators of the year: evolution of the Company's EBITDA, free cash generation, net result of the Company, operational expenses, solidarity with the results of the controlling company, ENGIE Brasil Participações Ltda., etc.;

- ESG Indicators: Care for the health and safety of employees and Gender diversity in the workforce;

- Individual indicators: meeting targets, industrial and/or financial results; and

- Four indicators are used to verify the results of proposed performance within the scope of the Long-Term Incentive Plan (ILP): ROCE (return on employed capital) of the ENGIE Group, TSR (total shareholder return), RNRPG (recurring net revenue), RSE (Corporate Social Responsibility).

ii. reasons that justify the compensation breakdown

The purpose of the Management Compensation Policy, approved by the Board of Directors on February 27, 2024, is to establish compensation guidelines for the members of the Company's Board of Directors, Fiscal Council, Executive Board and Committees. It is based on market practices and aims to attract and retain professionals and executives compatible with the Company's needs.

iii. presence of members without compensation from the Company and the reason for this

There are no members without compensation on the Board of Directors, the Statutory Board, the Fiscal Council, and the Advisory Committees, by the Company or the Parent Company.

d. presence of compensation with support from subsidiaries or directly or indirectly controlled or controlling entities

There is no compensation paid by subsidiaries, controlled companies or controlling companies in relation to the position held in the Company's Management. Information on the remuneration received by the Chairman of the Board of Directors in relation to the position held in the direct controlling company and paid by the latter is described in item 8.20.

e. presence of compensation or benefits tied in with the occurrence of a given corporate event, such as disposal of the Company's controlling stake

Not applicable to the Company.

8.2 Regarding the compensation recognized in the results of the last 3 fiscal years and that projected for the current fiscal year of the board of directors, the statutory executive board and the fiscal council, prepare a table with the following content:

Total projected compensation for the current fiscal year ending 12.31.2025 – Annual Amounts in R$					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	35.00
Number of compensated members	18.00	8.00	6.00	3.00	35.00
Clarifications	The number of members of each body (letter "b") was determined in accordance with the Circular/Annual-2025-CVM/SEP, based on the Company's forecast for the current fiscal year of 2025, as required.				
Annual fixed compensation (R$)					
Salary	9,517,288.42	17,589,321.76	971,013.72	929,022.12	29,006,646.02
Direct and indirect benefits	0.00	1,626,149.58	0.00	0.00	1,626,149.58
Committee seats	261,033.50	0.00	0.00	0.00	261,033.50
Other	0.00	0.00	0.00	0.00	0.00
Variable compensation (R$)					
Bonus	0.00	3,633,941.15	0.00	0.00	0.00
Profit sharing	0.00	3,079,690.89	0.00	0.00	0.00
Attendance at meetings	0.00	0.00	0.00	0.00	0.00
Commissions	0.00	0.00	0.00	0.00	0.00
Other	0.00	0.00	0.00	0.00	0.00
Post-employment benefit	0.00	1,769,027.64	0.00	0.00	1,769,027.64
Benefits motivated by the transfer of the position	0.00	0.00	0.00	0.00	0.00
Stock-based (including options)	0.00	2,477,425.02	0.00	0.00	2,477,425.02
Observations	Under the terms of the aforementioned Circular, social charges borne by the employer are not included in the overall or individual compensation amounts presented in the tables of this item. For more information on charges, see item 8.20. Additionally, in line with items 8.1(c)(i), 8.1(d), and 8.20, the compensation of the Chairman of the Board of Directors is paid by the Parent Company, ENGIE Brasil Participações Ltda., with which he has an employment relationship, with 40% of the amount, including charges, reimbursed by the Company, in proportion to his dedication, and included in the annual amounts reported in this item 8.2.				-
Total	**9,778,321.92**	**30,175,556.04**	**971,013.72**	**929,022.12**	**41,853,913.80**

Total compensation in fiscal year ending 12.31.2024 – Annual Amounts in R$					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	35.00
Number of remunerated members	12.33	8.00	6.00	3.00	29.33
Clarifications					
Annual fixed compensation (R$)					
Salary	6,148,403.67	10,483,266.32	572,299.15	(-) 664,779.49	16,539,189.65
Direct and indirect benefits	9,955.30	1,490,607.94	0.00	0.00	1,500,563.24
Committee seats	224,539.08	0.00	0.00	0.00	224,539.08
Other	0.00	0.00	0.00	0.00	0.00
Variable compensation (R$)					
Bonus	31,263.44	2,896,739.37	0.00	0.00	2,928,002.81
Profit sharing	51,642.14	2,191,397.30	0.00	0.00	2,243,039.44
Attendance at meetings	0.00	0.00	0.00	0.00	0.00
Commissions	0.00	0.00	0.00	0.00	0.00
Other	0.00	0.00	0.00	0.00	0.00
Post-employment benefit	80,318.91	994,673.30	0.00	0.00	1,074,992.21
Benefits motivated by the transfer of the position	0.00	0.00	0.00	0.00	0.00
Stock-based (including options)	0.00	1,960,998.06	0.00	0.00	1,960,998.06
Observations	Under the terms of the aforementioned Circular, social charges borne by the employer are not included in the overall or individual compensation amounts presented in the tables of this item. Additionally, in line with items 8.1(c)(i), 8.1(d) and 8.20, the compensation of the Chairman of the Board of Directors is paid by the Parent Company, ENGIE Brasil Participações Ltda., with which he has an employment relationship, with 40% of the amount, including charges, reimbursed by the Company, in proportion to his dedication, and included in the annual amounts reported in this item 8.2. Remuneration to the Statutory Audit Committee presented a negative value resulting from the provision for fees that was reversed in the fiscal year 2024.				-
Total	**6,546,122.54**	**20,017,682.29**	**572,299.15**	**(-) 664,779.49**	**26,471,324.49**

Total compensation in fiscal year ending 12.31.2023 – Annual Amounts in R$					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	35.00
Number of remunerated members	13.00	8.00	6.00	3.00	30.00
Clarifications					
Annual fixed compensation (R$)					
Salary	5,649,972.23	10,185,679.75	856,241.96	771,323.55	17,463,217.49
Direct and indirect benefits	35,110.98	1,266,815.68	0.00	0.00	1,301,926.66
Committee seats	295,222.44	0.00	0.00	0.00	295,222.44
Other	0.00	0.00	0.00	0.00	0.00
Variable compensation (R$)					
Bonus	41,677.04	1,449,384.35	0.00	0.00	1,491,061.39
Profit sharing	96,923.34	2,917,458.18	0.00	0.00	3,014,381.52
Attendance at meetings	0.00	0.00	0.00	0.00	0.00
Commissions	0.00	0.00	0.00	0.00	0.00
Other	0.00	0.00	0.00	0.00	0.00
Post-employment benefit	45,693.97	886,136.13	0.00	0.00	931,830.10
Benefits motivated by the transfer of the position	0.00	0.00	0.00	0.00	0.00
Stock-based (including options)	0.00	898,440.73	0.00	0.00	898,440.73
Observations	Under the terms of the aforementioned Circular, social charges borne by the employer are not included in the overall or individual compensation amounts presented in the tables of this item. Additionally, in line with items 8.1(c)(i), 8.1(d) and 8.20, the compensation of the Chairman of the Board of Directors is paid by the Parent Company, ENGIE Brasil Participações Ltda., with which he has an employment relationship, with 40% of the amount, including charges, reimbursed by the Company, in proportion to his dedication, and included in the annual amounts reported in this item 8.2.				-
Total	6,164,600.00	17,603,914.82	856,241.96	771,323.55	25,396,080.33

Total compensation in fiscal year ending 12.31.2022 – Annual Amounts in R$					
	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	35.00
Number of remunerated members	13.00	8.00	6.00	3.00	32.00
Clarifications					
Annual fixed compensation (R$)					
Salary	5,329,847.01	8,773,572.48	974,398.39	709,165.08	15,786,982.96
Direct and indirect benefits	4,285.75	1,093,295.67	0.00	0.00	1,097,581.42
Committee seats	256,140.74	0.00	0.00	0.00	256,140.74
Other	0.00	0.00	0.00	0.00	0.00
Variable compensation (R$)					
Bonus	36,515.26	5,034,694.16	0.00	0.00	5,071,209.42
Profit sharing	82,802.20	1,040,097.37	0.00	0.00	1,122,899.57
Attendance at meetings	0.00	0.00	0.00	0.00	0.00
Commissions	0.00	0.00	0.00	0.00	0.00
Other	0.00	0.00	0.00	0.00	0.00
Post-employment benefit	76,399.45	934,476.87	0.00	0.00	1,010,876.32
Benefits motivated by the transfer of the position	0.00	0.00	0.00	0.00	0.00
Stock-based (including options)	0.00	345,115.09	0.00	0.00	345,115.09
Observations	Under the terms of the aforementioned Circular, social charges borne by the employer are not included in the overall or individual compensation amounts presented in the tables of this item. Additionally, in line with items 8.1(c)(i), 8.1(d) and 8.20, the compensation of the Chairman of the Board of Directors is paid by the Parent Company, ENGIE Brasil Participações Ltda., with which he has an employment relationship, with 40% of the amount, including charges, reimbursed by the Company, in proportion to his dedication, and included in the annual amounts reported in this item 8.2.				-
Total	**5,785,990.41**	**17,221,251.64**	**974,398.39**	**709,165.08**	**24,690,805.52**

8.3 Regarding the variable compensation of the last 3 fiscal years and that projected for the current fiscal year of the board of directors, the statutory executive board and the fiscal council, prepare a table with the following content:

Fiscal Year: 12.31.2025 (Amounts in R$)	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	32.00
Number of compensated members	0.00	8.00	0.00	0.00	9.00
Clarification	N/A	N/A	N/A	N/A	-
Bonus	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00	0.00	0.00	0.00
Maximum amount projected in the compensation plan	0.00	3,633,941.15	0,00	0.00	3,633,941.15
Amount assuming goal attainment as per the compensation plan	0.00	2,076,537.80	0,00	0.00	2,076,537.80
Profit sharing	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00	0.00	0.00	0.00
Maximum amount projected in the compensation plan	0.00	3,079,690.89	0.00	0.00	3,079,690.89
Amount assuming goal attainment as per the compensation plan	0.00	2,463,752.71	0.00	0.00	2,463,752.71

Fiscal Year: 12.31.2024 (Amounts in R$)	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	35.00
Number of compensated members	0,33	8.00	0.00	0.00	8,33
Clarification	N/A	N/A	N/A	N/A	
Bonus	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00		0.00	0.00
Maximum amount projected in the compensation plan	58,154.00	3,426,086.55	0.00	0.00	3,484,240.56
Amount assuming goal attainment as per the compensation plan	38,769.34	1,957,763.74		0.00	336,786.44
Amount effectively recognized in the result	31,263.44	2,896,739.37	0.00	0.00	2,928,002.81
Profit sharing	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00	0.00	0.00	0.00
Maximum amount projected in the compensation plan	121,154.18	2,880,332.68	0.00	0.00	3,001,486.85
Amount assuming goal attainment as per the compensation plan	96,923.34	2,304,266.14	0.00	0.00	0.00
Amount effectively recognized in the result	51,642.14	2,191,397.30	0.00	0.00	2,243,039.44

Fiscal Year: 12.31.2023 (Amounts in R$)	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	35.00
Number of compensated members	1.00	8.00	0.00	0.00	9.00
Clarification	N/A	N/A	N/A	N/A	
Bonus	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00	0.00	0.00	0.00
Maximum amount projected in the compensation plan	52,338.60	6,779,172.67	0.00	0.00	6,831,511.27
Amount assuming goal attainment as per the compensation plan	34,892.40	3,389,586.34	0.00	0.00	3,424,478.74
Amount effectively recognized in the result	41,677.04	1,449,384.35	0.00	0.00	1,491,061.39
Profit sharing	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00	0.00	0.00	0.00
Maximum amount projected in the compensation plan	109,038.76	917,458.18	0.00	0.00	1,026,496.94
Amount assuming goal attainment as per the compensation plan	87,231.01	2,917,458.18	0.00	0.00	3,004,689.19
Amount effectively recognized in the result	96,923.34	2,917,458.18	0.00	0.00	3,014,381.52

Fiscal Year: 12.31.2022 (Amounts in R$)	Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Total number of members	18.00	8.00	6.00	3.00	35.00
Number of compensated members	1.00	8.00	0.00	0.00	9.00
Clarification	N/A	N/A	N/A	N/A	
Bonus	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00	0.00	0.00	0.00
Maximum amount projected in the compensation plan	47,104.74	2,544,891.98	0.00	0.00	2,591,996.72
Amount assuming goal attainment as per the compensation plan	31,403.16	1,272,445.99	0.00	0.00	1,303,849.15
Amount effectively recognized in the result	36,515.26	5,034,694.16	0.00	0.00	5,071,209.42
Profit sharing	0.00	0.00	0.00	0.00	0.00
Minimum amount projected in the compensation plan	0.00	0.00	0.00	0.00	0.00
Maximum amount projected in the compensation plan	98,134.88	2,543,758.81	0.00	0.00	2,641,893.69
Amount assuming goal attainment as per the compensation plan	78,507.91	1,453,576.46	0.00	0.00	1,532,084.37
Amount effectively recognized in the result	82,802.20	1,040,097.37	0.00	0.00	1,122,899.57

8.4 In relation to the share-based compensation plan for the board of directors and statutory executive board, in force in the last fiscal year and estimated for the current fiscal year, describe

The Company offers its managers a Long-Term Incentive Plan (ILP) sponsored by the directly controlling shareholder, ENGIE Brasil Participações Ltda.

a. General terms and conditions

As described in items 8.1, 8.5, 8.6, 8.7 and 8.8, the Company's directly controlling shareholder, ENGIE Brasil Participações, offers a Phantom Shares-based ILP to the Executive Board in connection with medium- and long-term goals. Information on the ENGIE Group's "Performance Shares" plan is reported in item 8.19 of this Attachment IV – Management Compensation.

b. Approval date and responsible organ

The ILP is approved by the ENGIE Group's CEO, Catherine MacGregor, the last plan being approved in the middle of 2022, with provision for annual granting to executives.

c. Maximum number of shares covered

There is no maximum number of shares covered. The maximum number of Phantom Shares to be distributed corresponds to the maximum individual amount as described in item "d", below, divided by the value of the shares.

d. Maximum number of options granted

As described in item "e", below, the amount of the ILP (% of the annual salary converted into Phantom Shares) is limited to 130% of the Company's compensation range for the executive's position plus the ILP set for the position in question on the granting date. The annual base salary plus adjusted ILP must not exceed this limit.

e. Stock purchase conditions

The ILP is intended for the executives of the Company and of the directly controlling shareholder, ENGIE Brasil Participações Ltda., who maintain management agreements and positions with the companies' Executive Boards. The controlling shareholder will annually determine executives eligible for the ILP.

f. Acquisition- or strike-price setting criteria

The market value of the Phantom Shares is calculated as the simple average of the closing price of the EGIE3 stock in the three months preceding the grant date. Upon the plan's 3rd anniversary, the market value of the

phantom shares (again, calculated as the average closing price of EGIE3 in the 3 months preceding the end of the period) will be the basis for the reward to be paid for goals achieved. The ending date shall be the 15th of May subsequent to the plan's 3rd anniversary, after the previous fiscal year's accounts have been drawn and finalized.

g. Criteria for setting the timeframe for acquisition or exercising

The ILP established that the duration of the plan shall be 3 years according to the last revision undertaken in mid-2022 – see item 8.4 (b).

h. Settlement

The plan involves a specific deferred bonus paid in cash after a vesting period of 3 years. Payment of the ILP to Statutory Officers shall be made by the Company.

i. Restrictions on share transfers

Given that the ILP provides for the payment of a specific deferred bonus based on phantom shares, it is not possible to transfer the shares.

j. Criteria and events that shall, upon occurring, cause the plan's suspension, amendment or extinction

It shall be the prerogative of the directly controlling shareholder, ENGIE Brasil Participações Ltda., to at any time, with or without advance notice, modify, change, correct, include or eliminate ILP conditions, as well as to cancel future grants, irrespective of justification.

k. Effects of the manager's severance from the issuer's managing bodies on his or her rights under the share-based compensation plan

Executives who leave the Company before the end of the 3-year waiting period provided under the ILP shall be automatically waiving right to any payments under the plan. Exceptions may apply in the event of: severance from the Company to perform duties under other ENGIE Group companies, after retirement due to time in employment or illness, joining voluntary severance programs, termination without cause at the discretion of the Company, due to death of the executive or by mere liberality of the ENGIE Group.

8.5 Regarding the share-based remuneration in the form of stock purchase options recognized in the results of the last 3 fiscal years and that estimated for the current fiscal year, of the board of directors and the statutory executive board, prepare a table with the following content:

The Company does not grant stock options and, for this reason, there has been no recognition in the income statement related to this type of compensation in the last 3 (three) fiscal years. The information previously reported in this item, referring to the Phantom Shares plan (as described in item 8.4 above), is detailed in items 8.9 to 8.11 of this Attachment IV – Management Compensation.

8.6 In relation to each stock option grant executed in the last 3 fiscal years and forecasted for the current fiscal year, by the board of directors and the statutory executive board, prepare a table with the following content:

The Company does not grant stock options and, for this reason, there has been no recognition in the income statement related to this type of compensation in the last 3 (three) fiscal years. The information previously reported in this item, referring to the Phantom Shares plan (as described in item 8.4 above), is detailed in items 8.9 to 8.11 of this Attachment IV – Management Compensation.

8.7 In relation to the outstanding options of the board of directors and the statutory executive board at the end of the last fiscal year:

The Company does not grant stock options and, for this reason, there has been no recognition in the income statement related to this type of compensation in the last 3 (three) fiscal years. The information previously reported in this item, referring to the Phantom Shares plan (as described in item 8.4 above), is detailed in items 8.9 to 8.11 of this Attachment IV – Management Compensation.

8.8 In relation to the options exercised relative to share-based compensation of the board of directors and the statutory executive board in the last 3 fiscal years:

The Company does not grant stock options and, for this reason, there has been no recognition in the income statement related to this type of compensation in the last 3 (three) fiscal years. The information previously reported in this item, referring to the Phantom Shares plan (as described in item 8.4 above), is detailed in items 8.9 to 8.11 of this Attachment IV – Management Compensation.

8.9 In relation to share-based compensation, according to shares to be delivered directly to the beneficiaries, recognized in the result for the last 3 fiscal years and forecasted for the current fiscal year, by the board of directors and the statutory board, prepare a table with the following content:

Shares delivered – Scheduled for the current fiscal year (2025)	Board of Directors	Executive Board
Number of members	18.00	8.00
Number of compensated members	0.00	8.00
Potential dilution in case of granting all shares to beneficiaries[1]	N/A	N/A

Shares delivered – Fiscal year ended on 12.31.2024	Board of Directors	Executive Board
Number of members	18.00	8.00
Number of compensated members	0.00	8.00
Potential dilution in case of granting all shares to beneficiaries[1]	N/A	N/A

Shares delivered – Fiscal year ended on 12.31.2023	Board of Directors	Executive Board
Number of members	18.00	8.00
Number of compensated members	0.00	8.00
Potential dilution in case of granting all shares to beneficiaries[1]	N/A	N/A

A Shares delivered – Fiscal year ended on 12.31.2022	Board of Directors	Executive Board
Number of members	18.00	8.00
Number of compensated members	0.00	8.00
Potential dilution in case of granting all shares to beneficiaries[1]	N/A	N/A

(1) There is no potential dilution due to the delivery of Phantom shares.

8.10 In relation to each granting of shares carried out in the last 3 fiscal years and expected for the current fiscal year, by the board of directors and the statutory executive board, prepare a table with the following content:

As informações sobre o Plano ILP de outorga de ações fantasmas (*Phantom shares)* são apresentadas nas tabelas a seguir:

Phantom shares – Scheduled for the current fiscal year (2025)	Board of Directors	Executive Board
Total number of members	18.00	8.00
Number of compensated members	0.00	8.00
Date of grant	N/A	03.15.2025
Number of shares granted	N/A	37,775
Deadline for delivery of shares	N/A	03.15.2027
Period of restriction on the transfer of shares	N/A	N/A
Fair value of shares on the date of grant	N/A	R$ 40.67
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	N/A	R$ 1,536,309.25

Phantom shares – Fiscal year ended on 12.31.2024	Board of Directors	Executive Board
Total number of members	18.00	8.00
Number of compensated members	0.00	8.00
Date of grant	N/A	03.15.2024
Number of shares granted	N/A	41,000
Deadline for delivery of shares	N/A	03.15.2027
Period of restriction on the transfer of shares	N/A	N/A
Fair value of shares on the date of grant	N/A	R$ 40.67
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	N/A	R$ 1,667,470.00

Phantom shares – Fiscal year ended on 12.31.2023	Board of Directors	Executive Board
Total number of members	18.00	8.00
Number of compensated members	0.00	8.00
Date of grant	N/A	03.15.2023
Number of shares granted	N/A	51,005
Deadline for delivery of shares	N/A	03.15.2026
Period of restriction on the transfer of shares	N/A	N/A
Fair value of shares on the date of grant	N/A	R$ 38.29
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	N/A	R$ 1,952,981.45

Phantom shares – Fiscal year ended on 12.31.2022	Board of Directors	Executive Board
Total number of members	18.00	8.00
Number of compensated members	0.00	8.00
Date of grant	N/A	03.15.2022
Number of shares granted	N/A	62,421
Deadline for delivery of shares	N/A	03.15.2025
Period of restriction on the transfer of shares	N/A	N/A
Fair value of shares on the date of grant	N/A	R$ 39.44
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	N/A	R$ 2,461,884.24

8.11 In relation to delivered shares with respect to shared based compensation of the board of directors and the statutory executive board, executed in the last 3 fiscal years, prepare a table with the following content:

Phantom shares – Fiscal year ended on 12.31.2024	Board of Directors	Executive Board
Total number of members	18.00	8.00
Number of compensated members	0.00	7.00
Number of shares	N/A	34,620
Weighted Average Purchase Price	N/A	R$ 50.63
Weighted average market price of shares acquired	N/A	R$ 40.67
Multiplication of the total number of shares acquired by the difference between the weighted average purchase price and the weighted average market price of the shares acquired	N/A	(-) R$ 344,815.20

Phantom shares – Fiscal year ended on 12.31.2023	Board of Directors	Executive Board
Total number of members	18.00	8.00
Number of compensated members	0.00	6.67
Number of shares	N/A	28,841
Weighted Average Purchase Price	N/A	R$ 39.50
Weighted average market price of shares acquired	N/A	R$ 38.29
Multiplication of the total number of shares acquired by the difference between the weighted average purchase price and the weighted average market price of the shares acquired	N/A	(-) R$ 34,897.61

Phantom shares – Fiscal year ended on 12.31.2022	Board of Directors	Executive Board
Total number of members	18.00	8.00
Number of compensated members	0.00	7.00
Number of shares	N/A	37,770
Weighted Average Purchase Price	N/A	R$ 36.67
Weighted average market price of shares acquired	N/A	R$ 39.44
Multiplication of the total number of shares acquired by the difference between the weighted average purchase price and the weighted average market price of the shares acquired	N/A	R$ 104,622.90

8.12 Succinct description of the information required for understanding the data disclosed in items 8.5 to 8.11, such as explanation of the shares and options pricing method, indicating, at least:

The Long-Term Incentive Plan ("ILP") is proposed annually by the directly controlling shareholder, ENGIE Brasil Participações Ltda., in the light of the following:

• Each beneficiary's individual amount will be set as a percentage of the executive's annual base salary.

• The amount of the "ILP" shall be deducted of the nominal amount, on the date of the award of the performance shares plan of ENGIE S.A., granted in the previous year.

• The resulting amount will be converted into a number of phantom shares based on the market value of the company's shares (EGIE3), providing the basis for the amount of the bonus to be paid for objectives attained by the date of the plan's maturity.

a. pricing model

Awarding of Phantom Shares considers the share's market value and is calculated as the simple average of the closing price of EGIE3 in the 3 months preceding the date of the award. The date of the award is that provided in the Performance Shares plan of the indirectly controlling shareholder, ENGIE S.A., and usually in December each year.

b. data and assumptions used in the pricing model, including the weighted average price of shares, strike price, expected volatility, option life, expected dividends, and risk-free interest rate

For as long as the plan is in force, the number of shares assigned to determine the amount of the incentive may increase proportionally based on the share price when the company pays its shareholders dividends and interest on shareholders' equity. The restatement is to be carried out by means of the calculation of the dividend yield of the closing price of EGIE3 on the relevant date.

The exact amount of the incentive will be calculated using the following formula: (% SB – average of the 3 last years VF PSP) / price of the EGIE3 share on the plan's starting date = X Number of phantom shares (initial). For the final value of the shares consider: X Number of Phantom Shares x price of EGIE3 on the final date. And total payment will be the final value of the shares multiplied by the performance indicators. Where:

• % SB is a % of the basic annual salary according to the executive's wage matrix on the plan's starting date;

• VF PSP is the face value of the performance shares of ENGIE S.A. granted in the previous year, at the quoted price and EUR/BRL exchange rate on the granting date thereof; and

• Price of EGIE3 as discussed in letter "a" of the present section.

c. method and assumptions used to incorporate the expected effects of early exercise

The ENGIE Group's share based ILP does not provide for early exercise.

d. means of determining expected volatility

Not applicable to the Group's shares based ILP plan, as share volatility was not a factor in the calculations made to determine the amount of the bonus.

e. whether any other option features were included in its fair value measurement

The total payment under the ILP will be a percentage of the share value at the end of the cycle. This percentage will be determined by the results achieved in the plan's four performance indicators in the 3-year period of the plan: ROCE (return on employed capital) of the ENGIE Group - 30%, Total Shareholder Return (total return for the shareholder) – 25%, RNRPG (recurring net revenue) – 25% and RSE (Corporate Social Responsibility) – 20%.

At the end of the plan's 3 years, the market value of these shares (again calculated in the basis of the average closing price of EGIE3 in the 3 months prior to maturity date) will be based on the amount of the bonus to be paid for reaching the targets. The maturity date shall be on the March 15 following the 3rd year of the plan after the closing of the results for the preceding fiscal year.

8.13 Report the number of shares, quotas and other securities convertible into shares or quotas, issued in Brazil or abroad, by the issuer, its direct or indirect controllers, controlled companies or companies under common control, which are held by members of the board of directors, the statutory executive board or the fiscal council, grouped by body:

The table below shows the number of shares held by members of the Company's Board of Directors, Executive Board and Fiscal Council as of December 31, 2024:

Body	Number of common shares
Board of Directors	43,878
Executive Board	1,150
Fiscal Council	5,094
Total	**50,122**

On December 31, 2024, the Company had 815,927,740 common shares, all nominative and with no face value. The shares held by these individuals correspond to 0.006143% of all shares issued.

8.14 In relation to pension plans in effect granted to the members of the board of directors and statutory executive board, provide the following information in table form:

	Board of Directors	Executive Board
Number of members	18.00	8.00
Number of compensated members	0.00	8.00
Plan name	CD Plan	CD Plan
Number of members of management qualified for retirement	0.00	2.00
Qualifying for early retirement[1]	N/A	7
Restated amount of the accumulated contributions to the pension plan at the close of the last fiscal year, discounting the portion relating to contributions made directly by members of management	0.00	R$ 11,741,270.40
Total accumulated amount of the contributions made during the last fiscal year, discounting the portion relating to contributions made directly by members of management	0.00	R$ 763,580.40
Whether early redemption is possible, and under what conditions [2]	N/A	Applicable

(1) The minimum age for Normal Retirement is 60 years old, while for Early Retirement the minimum age is 48 years old.
(2) Since 2023, early redemption is applicable as long as it is within the specifications of Art. 113 of the Previg Regulation.

8.15 In table form, indicate for the last 3 financial years, in relation to the board of directors, the statutory executive board and the fiscal council:

	Board of Directors[1]			Statutory Executive Board[1]			Fiscal Council		
(Amounts in R$)	12.31.2024	12.31.2023	12.31.2022	12.31.2024	12.31.2023	12.31.2022	12.31.2024	12.31.2023	12.31.2022
Number of members	18.00	18.00	18.00	8.00	8.00	8.00	6.00	6.00	6.00
Number of compensate members	12.33	13.00	13.00	8.00	8.00	8.00	6.00	6.00	6.00
Amount of the highest compensation[2]	449,078.16	393,635.94	324,377.61	4,269,033.47	3,856,088.03	3,318,269.17	189,194.97	179,152.72	164,715.37
Amount of the lowest compensation[2]	224,539.08	196,817.97	162,188.84	1,289,732.82	1,183,096.98	1,032,459.92	94,597.53	89,576.36	82,357.68
Average compensation[2]	530,766.69	474,200.00	445,076.19	2,502,210.29	2,200,489.35	2,152,656.46	95,383.19	142,706.99	162,399.73

(1) The number of "total" and "compensated" members was determined in the manner specified in the 2025 CVM/SEP Annual Circular Letter. The value of the highest and lowest individual annual compensation was determined considering only members who had 12 full months of service in the fiscal year; The average value of the annual compensation corresponds to the division of the total value of the annual compensation of each body (letter "e" of item 8.2) by the number of paid members reported for the respective body (letter "c" of item 8.2). According to the 2025 CVM/SEP Annual Circular Letter, social security contributions borne by the employer are not covered by the "benefit of any nature" and are not included in the amounts of global or individual compensation in the compensation tables of this item.

(2) Regarding the highest remuneration and the average remuneration of the Company's Board of Directors, the reported values are below the average since the total amount of remuneration, as reported in item 8.2 of this Management Proposal, reflects the sum of the amount reimbursed by the Company to its direct parent company, see the explanation in item 8.20.

Observations and clarifications

	Statutory Executive Board
12.31.2024	The number of "total" and "compensate" members was determined in the manner specified in the 2025 CVM/SEP Annual Circular Letter. The value of the highest and lowest individual annual compensation was determined considering only members who had 12 full months of service in the fiscal year. The average value of the annual compensation corresponds to the division of the total value of the annual compensation of each body (letter "e" of item 8.2) by the number of paid members reported for the respective body (letter "c" of item 8.2). According to the 2025 CVM/SEP Annual Circular Letter, social security contributions borne by the employer are not covered by the "benefit of any nature" and are not included in the amounts of global or individual compensation in the compensation tables of this item.
12.31.2023	The number of "total" and "remunerated" members was determined as specified in the 2025 CVM/SEP Annual Circular Letter. The amount of the highest individual annual compensation was determined without any exclusion, considering all compensation recognized in the result. The member of the Board of Directors who received the highest individual compensation in the fiscal year ended December 31, 2023, held the position for 12 months. The amount of the lowest individual annual compensation of the Board of Directors was determined considering the compensation effectively recognized in the result for the year, without any exclusion, since all members held the position for 12 months. The average amount of annual compensation corresponds to the division of the total amount of annual compensation of each body (letter "e" of item 8.2) by the number of remunerated members reported for the respective body (letter "c" of item 8.2). According to Circular/Annual-2025-CVM/SEP, social charges borne by the employer are not covered by the "benefit of any nature" and are not included in the global or individual remuneration amounts in the remuneration tables of this item.
12.31.2022	According to Circular Letter/Anual-2025-CVM/SEP, the employer's social charges are not covered by the "benefit of any nature", not being included in the global or individual remuneration amounts in the remuneration tables of this item. The members of the Executive Board and Boards identified with the highest and lowest remuneration held their position throughout the reporting period. The average amount of remuneration on the Fiscal Council in 2020 lower than the lowest remuneration is due to the beginning of payments to alternate members in the middle of the year, where remuneration was set as 50% of the amount assigned monthly to the member. The highest and lowest remuneration of the Statutory Audit Committee reflects the sum of eight months of payment in the 2020 financial year from its creation. The average amount of remuneration in the Statutory Audit Committee in 2020 higher than the highest remuneration is due to the period of less than 12 months in the year since its creation.

	Board of Directors
12.31.2024	The number of “total” and “compensate” members was determined in the manner specified in the 2025 CVM/SEP Annual Circular Letter. The value of the highest and lowest individual annual compensation was determined considering only members who had 12 full months of service in the fiscal year. The average value of the annual compensation corresponds to the division of the total value of the annual compensation of each body (letter “e” of item 8.2) by the number of paid members reported for the respective body (letter “c” of item 8.2). According to the 2025 CVM/SEP Annual Circular Letter, social security contributions borne by the employer are not covered by the “benefit of any nature” and are not included in the amounts of global or individual compensation in the compensation tables of this item.
12.31.2023	The number of “total” and “paid” members was set as specified in CVM/SEP Annual Circular Letter 2025. The amount of the highest individual annual remuneration was calculated without any exclusion, considering all remunerations acknowledged in profit or loss. The member of the Board of Directors who received the highest individual remuneration in the fiscal year ended December 31, 2023 held the position for 12 months. The value of the Board's lowest individual annual remuneration was determined considering the remunerations actually recognized in the results for the year, without any exclusion since all members held the position for 12 months. The average amount of the annual remuneration corresponds to the division of the total amount of the annual remuneration of each body (letter “e” of item 8.2) by the number of remunerated members reported for the respective body (letter “c” of item 8.2). According to Circular Letter/Anual-2025-CVM/SEP, the social charges borne by the employer are not covered by the “benefit of any nature”, not being included in the global or individual remuneration amounts in the remuneration tables of this item.
12.31.2022	According to Circular Letter/Anual-2023-CVM/SEP, the employer's social charges are not covered by the “benefit of any nature”, not being included in the global or individual remuneration amounts in the remuneration tables of this item. The members of the Board of Directors and Councils identified with the highest and lowest remuneration held their position throughout the reporting period.
	Fiscal Council
12.31.2024	The number of “total” and “compensate” members was determined in the manner specified in the 2025 CVM/SEP Annual Circular Letter. The value of the highest and lowest individual annual compensation was determined considering only members who had 12 full months of service in the fiscal year. The average value of the annual compensation corresponds to the division of the total value of the annual compensation of each body (letter “e” of item 8.2) by the number of paid members reported for the respective body (letter “c” of item 8.2). According to the 2025 CVM/SEP Annual Circular Letter, social security contributions borne by the employer are not covered by the “benefit of any nature” and are not included in the amounts of global or individual compensation in the compensation tables of this item.
12.31.2023	The number of “total” and “paid” members was set as specified in CVM/SEP Annual Circular Letter 2025. The amount of the highest individual annual remuneration was calculated without any exclusion, considering all remunerations acknowledged in profit or loss. The member of the Fiscal Council who received the highest individual remuneration in the fiscal year ended December 31, 2023 held the position for 12 months. The value of the lowest individual annual remuneration of the Fiscal Council was determined considering the remunerations actually recognized in the results for the year, excluding all members who held the position for less than 12 months. The average amount of the annual remuneration corresponds to the division of the total amount of the annual remuneration of each body (letter “e” of item 8.2) by the number of remunerated members reported for the respective body (letter “c” of item 8.2). According to Circular Letter/Anual-2025-CVM/SEP, the social charges borne by the employer are not covered by the “benefit of any nature”, not being included in the global or individual remuneration amounts in the remuneration tables of this item. The average value and lowest remuneration of the Fiscal Council in 2023 fell compared to previous years, due to the changes in Councilors that occurred in the 2023 financial year.
12.31.2022	According to Circular Letter/Anual-2023-CVM/SEP, the employer's social charges are not covered by the “benefit of any nature”, not being included in the global or individual remuneration amounts in the remuneration tables of this item. The members of the Executive Board and Boards identified with the highest and lowest remuneration held their position throughout the reporting period.

8.16 Describe contractual arrangements, insurance policies or other instruments establishing compensation or indemnification mechanisms for members of management in the event of removal from the position or retirement and indicating what the financial consequences thereof for the issuer:

The Company has no contractual arrangements, insurance policies or other instruments establishing compensation or indemnification mechanisms for members of management in the event of removal from the position or retirement.

8.17 Concerning the last 3 fiscal years and forecast for the current fiscal year, indicate the percentage of total compensation of each body as booked in the issuer's results relating to members of the Board of Directors, the Statutory Executive Board or the Fiscal Council who are related parties to directly or indirectly controlling shareholders as defined by the accounting rules that address this matter:

	Board of Directors	Executive Board	Fiscal Council
Forecast for the current fiscal year	56.2%	-	-
Fiscal year ended on 12.31.2024	56.2%	-	-
Fiscal year ended on 12.31.2023	56.0%	-	-
Fiscal year ended on 12.31.2022	43.0%	-	-

8.18 In relation to the last 3 fiscal years and forecast for the current fiscal year, indicate the amounts booked in the result of the issuer as compensation of members of the board of directors, the statutory executive board or fiscal council, grouped by body, for any reason other than the positions held, such as, for example, committee seats held and consulting or advisory services rendered:

No compensation was paid, recognized in the Company's results, to members of the Board of Directors, the Executive Board or Fiscal Council for any reason other than the positions held in the past 3 fiscal years, as well as there is no expectation of payment for the current year.

8.19 In relation to the last 3 fiscal years and forecast for the current fiscal year, indicate the amounts recognized in the result of the controllers, either direct or indirect, of corporations under common control and of subsidiaries of the issuer, as compensation of members of the board of directors, of the statutory executive board or the fiscal council of the issuer, grouped by collegiate body, specifying why these amounts were assigned to these individuals:

The ENGIE Group has a performance share grant program from ENGIE S.A. that may be awarded to senior executives and professionals of all subsidiaries of ENGIE Group, including Executive Officers, under the conditions in force.

The table next shows the amounts recognized in the result of the ENGIE Group to members of the Company's Board of Executives, who receive them in accordance with the exercise of their respective positions in the Company:

Compensation received for Positions Held with the Company		Board of Directors	Executive Board	Fiscal Council	Statutory Audit Committee	Total
Fiscal year 2025	Directly and indirectly controlling shareholders	-	R$ 4,310,899.20	-	-	R$ 4,310,899.20
	Controlled companies of the Company	-	-	-	-	-
	Jointly controlled entities	-	-	-	-	-
Fiscal year 2024	Directly and indirectly controlling shareholders	-	R$ 3,085,582.98	-	-	R$ 3,085,582.98
	Controlled companies of the Company	-	-	-	-	-
	Jointly controlled entities	-	-	-	-	-
Fiscal year 2023	Directly and indirectly controlling shareholders	-	R$ 4,101,120.00	-	-	R$ 4,101,120.00
	Controlled companies of the Company	-	-	-	-	-
	Jointly controlled entities	-	-	-	-	-
Fiscal year 2022	Directly and indirectly controlling shareholders	-	R$ 3,064,088.95	-	-	R$ 3,064,088.95
	Controlled companies of the Company	-	-	-	-	-
	Jointly controlled entities	-	-	-	-	-

8.20 Provide other information that the issuer may deem relevant:

Additional information to item 8.2 – "Compensation recognized in the results of the last 3 fiscal years and that projected for the current fiscal year of the Board of Directors, the Statutory Executive Board and the Fiscal Council"

(i) Overall annual compensation (2025)

In 2025, the overall annual compensation of Directors of up to R$ 51,390,000.00 was submitted for approval by the Annual General Meeting (AGM), of which R$ 9,536,086.20 corresponds to social security contributions borne by the employer.

(ii) Social charges owed by the employer

Pursuant to Circular Letter/Annual-2025-CVM/SEP, social charges owed by the employer shall not be within the scope of "direct and indirect benefits" and shall not be included in the global or individual compensation

amounts in this item's compensation tables. The social charges separated from the tables of this item for the fiscal years 2025 (expected), 2024, 2023 and 2022 were R$ 9,536,086.20 (expected), R$ 6,785,839.09, R$ 5,068,526.67, R$ 5,154,957.32, respectively.

(iii) Reimbursement paid by the Company to its Direct Controlling Shareholder, ENGIE Brasil Participações Ltda.

The Chairman of the Company's Board of Directors also holds the position of Chief Executive Officer ENGIE Brasil Participações Ltda., direct controlling shareholder of the Company, and has their remuneration paid by it due to the position held in the said board. However, due to the position held on the Company's Board of Directors, ENGIE reimburses the direct parent company 40% of the total amount paid to the executive.

The amounts reimbursed by the Company are included in the annual amounts of the Board of Directors presented in item 8.2 of this Reference Form, under the field *'Salary and Pro-Labore'*.

ATTACHMENT VI – COMPENSATION AND PROFIT-SHARING POLICY

Information related to the proposal for the participation of the employees in the results for the fiscal year 2024 based on item 10.3 of the Reference Form

10.3 Employee compensation policies and practices

a. Salary and variable compensation policy

The Company does not have a remuneration policy for non-management employees.

The Company's compensation practice is to maintain compensation in line with market practices, meeting the interests of the Company and its employees. Therefore, the company considers the following aspects:

- The amount paid to each employee for his or her work in the Company shall be consistent with the market value of such work according to the compensation strategy adopted by the Company; and
- Compensation should reflect each employee's responsibilities, performance level and results achieved, both individually and as a member of a team.

Variable compensation system:

In addition to the fixed salary paid, the Company maintains a variable compensation system based on the attainment of business objectives and the percentage attainment of goals associated therewith. This is measured annually based on the Company's financial results and the evaluation of the performance of each of the Company's areas. As such, variable compensation is made up of:

- Profit- or Income-Sharing Program (PLR): extended to all of the Company's employees and contingent on business results (except in learning positions such as Trainees and Young Apprentices) as measured by the fiscal year's EBITDA, in addition to attainment of departmental goals. These criteria are negotiated with workers' unions and established in the Collective Bargaining Agreement (ACT). Payment of the PLR fosters competitive compensation compared with those typical of the Brazilian jobs market.
- Management Bonus Program: applicable to all employees with managerial duties. The program is pegged to attainment of business goals and is contingent on percentage attainment thereof.

The Management's proposal considers an amount of up to R$ 45,740,000.00 in employee PLR for fiscal year 2024, to be distributed according to the criteria set forth in the Company's Compensation System and Collective Bargaining Agreements.

b. Benefits policy

The Company does not have a unified benefits policy, however, the Company employees are eligible for benefits according to their position, as well as in accordance with applicable legislation.

c. Characteristics of share-based compensation plans for non-management employees

The ENGIE Group maintains a Performance Shares program, which may be granted, under the established conditions, to executives and senior professionals of all ENGIE Group subsidiaries, including the Company's directors. This program is recognized in the income statement of ENGIE S.A.

d. Ratio between the highest individual compensation and the median individual compensation of the employees:

Highest individual compensation	Median individual compensation	Ratio between the compensations
R$ 4,262,033.47	R$ 154,114.18	27.7