

Related Party Transaction Policy

Updated June 18, 2026

NEOENERGIA S.A.'s (the "**Company**") Board of Directors has the power to prepare, evaluate and consistently review the Company's Governance and Sustainability System, as well as approve and update policies that contain guidelines governing its performance. It may also, as applicable, provide notice of the policies that it autonomously decides to approve at companies that are part of the group where the controlling company by law is the Company (the "**Subsidiaries**" and "**Neoenergia Group**").

In the exercise of these powers and within the scope of existing legislation, the Company's Articles of *Incorporation* and the Iberdrola Group's *Corporate Purpose and Values*, the Board of Directors hereby approves this Related Party Transaction Policy (the "**Policy**"). This Policy will respect, develop and adapt the *Iberdrola Group's Core Ethical Principles of Governance and Sustainability* ("**Core Ethical Principles of Governance and Sustainability**" and the "**Group**", respectively).

1. Scope

This *Policy* is applicable to the Company, as well as its employees and management, and includes principles that complement the contents of the *Core Ethical Principles of Governance and Sustainability* with regard to related party transactions. To this extent, the principles of this *Policy* inform the specific actions and regulations of Neoenergia Group Subsidiaries while observing their powers and autonomy in this matter.

These principles must also guide, when applicable, the performance of the Neoenergia Institute, which is linked to the Neoenergia Group.

The Company will seek to align regulations at the companies in which it holds an ownership interest, but which are not part of the Neoenergia Group, as well as joint ventures, temporary associations and other entities it manages, with the principles contained in this *Policy*.

2. Purpose

The purpose of this *Policy* is to establish rules aimed at ensuring that decisions involving transactions made between related parties and situations posing a potential conflict of interest are adopted through a transparent process and always in the best interests of the Company as a Group *subholding company* in Brazil. This Policy is based on the general corporate governance strategy defined in the *Iberdrola Group's bases for policy determination and coordination* and considers the application of the highest ethical

standards and compliance with generally recognized good governance recommendations, while also taking the Company's specific characteristics into account.

3. Definition of related party transactions

In accordance with the definitions established under Technical Pronouncement CPC No. 05 (R1) - Related Party Disclosures issued by the Accounting Pronouncements Committee, as approved through Brazilian Securities and Exchange Commission ("**CVM**") Resolution No. 94, of May 20, 2022 ("**CPC 5**"), related party transactions are considered to constitute the transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged in return ("**Related Party Transactions**").

4. Definition of related parties

In accordance with the definitions established under CPC 5, the following entities are considered to be the Company's related parties (the "**Related Parties**"):

- (i) the Company's direct or indirect subsidiaries, affiliates or parent companies;¹
- (ii) individuals constituting key management personnel at the parent company or its subsidiaries. Key personnel are understood to be those persons who hold authority and responsibility for the planning, guiding and control of the Company's activities, whether directly or indirectly, including any Company managers (executive or other type of administrator). For the purposes of this Policy, each member of the Board and/or the Executive Board (the "**Key Personnel**") is considered to be key management personnel at the Company;
- (iii) individuals who are close family members of any person referred to in items "(i)" or "(ii)". Close family members are understood to be family members who can be expected to exert influence or be influenced by the respective individual person during the course of their business with the Company, including, but not limited to: (a) the individual's children, spouse or partner; (b) their spouse or partner's children; and (c) their dependents, or those of their spouse or partner.

With respect to items "(ii)" and "(iii)", and according to items 10 and 11 of CPC 5, when each of the possible relationships with related parties is considered, specific attention must be given to the essence of the relationship in question and not merely to its legal characteristics (in other words, to be considered a related party, the respective individual must effectively hold significant influence over the conduct of the Company's business or the entity with which the relationship is established). Two entities are not considered related parties simply

¹ For the purposes of this Policy, the term "**affiliate**" means the entity over which the Company holds significant influence, which is understood to be the power to participate in its financial and operating policy decisions without exercising individual or joint control of these policies in accordance with the definition established by Technical Pronouncement CPC No. 18 (R3) – Investment in Affiliates and Joint Ventures, issued by the Accounting Pronouncements Committee and approved under CVM Resolution No. 211, of September 23, 2024.

because they share a common manager or other member of key management personnel or an entity's key management personnel exercises significant influence over the other entity.

For the purposes of this *Policy*, control means the holding of voting rights that ensure permanent preponderance in corporate resolutions and the power to elect the majority of the managers of a given legal entity, whether in isolation or through a control block regulated by a shareholders' or a partners' agreement.

The Company's internal department responsible for a given transaction with a potential Related Party must inform the Office of the Corporate Governance Superintendent which, in turn, will bring the matter at hand to the Company's Executive Board. The Board will then forward the matter to the Board of Directors for resolution and prior submission and analysis by the Audit and Compliance Committee.

If the Related Party is an Officer or employee who directly depends on the Board of Directors, the specific provisions established in the *Procedure for Conflicts of Interest and Related Transactions Involving Officers and Employees Directly Dependent on the Board of Directors* must be observed.

5. Determining the existence of conflicts of interest among shareholders, members of the Board of Directors or the Board of Directors' Advisory Committee

A conflict of interest arises whenever a shareholder, member of the Board of Directors or the Board of Directors' Advisory Committee is involved in a decision-making or advisory process that may result in personal gain or gain for any family member, or for a third party with whom they are involved. Such cases may interfere with this person's ability to make impartial judgments in the matter, provided that such an act is carried out to the detriment of the Company's interests. In the case of the Company, conflicts of interest may also be considered to be situations in which the personal objectives of decision makers, for any reason, are not aligned with the Company's objectives in specific matters.

Given the potential conflict of interest that exists in such situations, the Company seeks to ensure that all decisions or recommendations that may confer a private benefit to any of its shareholders, members of the Board of Directors, advisory bodies, family members, their investees or related persons are made in a completely transparent manner.

6. Rules for decisions involving related parties or other potential conflicts of interest

Upon identifying a matter of this nature, the shareholders, members of the Board of Directors or advisory bodies must immediately provide notice of their conflict of interest at a Meeting of the Shareholders, the Board of Directors, or of any other advisory body. The

respective potential conflict of interest must be included in meeting minutes. Directors who are members of a Board advisory body and provide notice of a conflict of interest to the Committee must inform both the Secretary of the advisory body and the Board of Directors of such an occurrence. Additionally, they must abstain from discussions on the subject and from making decisions or issuing an opinion, depending on the specific case.

At the request of the Chair of the Board of Directors or the corresponding advisory body, depending on the specific case, such shareholders, members of the Board of Directors or Committees may participate in discussions solely to provide further information on the transaction and the parties involved. In such cases, these individuals must not participate in decision-making or the issuance of an opinion, depending on the specific case.

In the event that any shareholder, member of the Board of Directors or advisory body who may receive a potential private advantage due to a decision or opinion does not provide notice of such a conflict of interest, any other shareholder or member of the body to which they belong who is aware of the situation may do so. In such cases, the presence of a conflict of interest will be determined by the Board of Directors or the respective advisory body and, if verified, such failure to voluntarily disclose the conflict on the part of the shareholder, member of the Board of Directors or advisory body will be considered a violation of this *Policy* and subject to corrective actions determined by the Board of Directors.

Disclosures of conflicts of interest and subsequent abstention from participation in proceedings must be included in meeting minutes. Upon taking office, the members of the Company's Board of Directors and advisory bodies must sign a document stating that they have received, read and will comply with this Policy and other provisions involving conflicts of interest.

Company Officers and employees who directly depend on the Board of Directors are subject to rules for conflicts of interest and related party transactions provided for in the *Procedure for Conflicts of Interest and Related Transactions Involving Officers and Employees Directly Dependent on the Board of Directors*.

7. Formalization of Related Party Transactions

Related Party Transactions within the scope of the Board of Directors will be analyzed by the Audit and *Compliance* Committee, which must ensure the following conditions are observed:

- (a) Related Party Transactions must be carried out under market conditions (conditions equivalent to those that would be negotiated with independent third parties); and

- (b) Loans provided in favor of the controlling shareholder, if applicable, and management will not be permitted, except with a favorable opinion from the Audit and Compliance Committee.

Except in cases in which transactions are considered Related Transactions under the *Procedure for Conflicts of Interest and Related Transactions Involving Officers and Employees Directly Dependent on the Board of Directors*, Related Party Transactions will be resolved upon by the Board of Directors, pursuant to the Company's Bylaws. Resolutions must take the opinion issued by the Audit and Compliance Committee on the transaction in question into account.

Related Party Transactions involving the following entities shall therefore be subject to approval by the Company's Board of Directors: (i) the provision of guarantees by the Company in favor of its Subsidiaries, (a) involving an amount greater than R\$ 1,000,000,000.00 (one billion reais), for loans, financing, debentures, or any other financial transactions, including bank guarantees, performance bonds, and derivatives; or (b) in an amount exceeding R\$ 100,000,000.00 (one hundred million reais) for remaining transactions; (ii) the granting of loans by the Company to its Subsidiaries in amounts exceeding R\$ 500,000,000.00 (five hundred million reais); and (iii) the negotiation, execution, or amendment of any contract of any kind or amount between the Company and its shareholders, whether directly or through intermediary companies or companies in which they hold a direct or indirect ownership interest.

Related Party Transactions involving the following entities shall therefore be subject to approval by the Executive Board, which acts as a permanent decision-making body: (i) the provision of guarantees by the Company in favor of its Subsidiaries, (a) at an amount of up to R\$ 1,000,000,000.00 (one billion reais) for loans, financing, debentures, or any other financial transactions, including bank guarantees, performance bonds, and derivatives, or (b) in amounts up to R\$ 100,000,000.00 (one hundred million reais) for remaining transactions, and (ii) the granting of loans to Subsidiaries by the Company at amounts up to R\$ 500,000,000.00 (five hundred million reais).

Related Party Transactions that are classified as Related Transactions under the *Procedure for Conflicts of Interest and Related Transactions Involving Officers and Employees Directly Dependent on the Board of Directors* shall be subject to the Compliance Department's approval, when applicable under the above-mentioned *Procedure*.

8. Disclosure

Under applicable law, the Company must disclose Related Party Transactions in accordance with applicable accounting regulations and CVM regulations.

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This Policy was approved by the Board of Directors on June 4, 2019, and last modified at the Board of Directors' Meeting held on June 18, 2026.