



**Annual and Extraordinary General Meeting  
April 04, 2019**

**Participation Manual**

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## Message from the Company's Investor Relations Officer

Dear Shareholders,

We present the shareholders manual for the Annual and Extraordinary General Meeting ("General Meeting") of CTEEP - Companhia de Transmissão de Energia Elétrica Paulista S.A ("ISA CTEEP" or "Company"), to be held on April 04, 2019.

The Company has prepared this manual focusing on the importance of good practices of corporate governance, ethics and transparency in the relationship with shareholders.

The manual provides Shareholders with clarifications and guidance on aspects involving the General Meeting to be held on April 04, 2019 at 09:00 a.m. at the registered offices of the Company at Rua Casa do Ator 1,155, 9<sup>th</sup> floor, Vila Olímpia in the city and state of São Paulo to deliberate on the following Agenda of the Day, pursuant to the Convening Notice published on March 01, 2019 and available in the Brazilian Securities and Exchange Commission ("CVM") website: **1- Annual General Meeting** – **(i)** to take cognizance of the management accounts, examine, discuss and vote on the management report and the financial statements, with the opinion of the independent auditors, for the fiscal year ending December 31, 2018; **(ii)** to approve the allocation of the net income and the distribution of dividends for the fiscal year 2018; **(iii)** to elect the members of the Fiscal Council, both effective members and alternates; **(iv)** to decide the number of members sitting on the Board of Directors and to deliberate on their election; **(v)** to set the aggregate amount of compensation due to the members of the Company's management; **(vi)** to set the aggregate amount of compensation for the effective members of the Fiscal Council; **2- Extraordinary General Meeting** **(v)** to approve the stock split for the totality of the 164,720,826 nominative, book entry shares with no par value, the issuance of the Company, being 64,484,433 common and 100,236,393 preferred, in the proportion of 1 common share to 4 common shares and 1 preferred share to 4 preferred shares, including ADRs, with the consequent amendment to Article 4 of the corporate bylaws; and **(vi)** to approve the amendment of paragraphs 1 and 2, Article 28 and the exclusion of Article 44 from the corporate bylaws.

Please note that this document may be updated in the event that there is any addition or change to the information herein. The updating will always be disclosed accordingly through an Announcement to the Market to be made available in the website of the Brazilian Securities and Exchange Commission ("CVM") via Empresas.Net.

In the name of the Company's Management, we invite all shareholders to take part in the Annual and Extraordinary General Meeting.

São Paulo, March 01, 2019.

**Rinaldo Pecchio Jr**  
**Chief Financial and Investor Relations Officer**

## **ANNUAL AND EXTRAORDINARY GENERAL MEETING CONVENING NOTICE**

Shareholders of CTEEP – Companhia de Transmissão de Energia Elétrica Paulista (“Company”) are hereby convened, pursuant to Article 13 of the Corporate Bylaws, to meet, pursuant to the provision in Article 13 of the Corporate Bylaws, in an Annual and Extraordinary General Meeting of the Company, to be held on April 04, 2019, at 09:00 a.m. at its registered offices at Rua Casa do Ator, 1.155, 9<sup>th</sup> floor, Vila Olímpia, in the city and state of São Paulo in order to deliberate on the Agenda of the Day: **1- Annual General Meeting** – **(i)** to take cognizance of the management accounts, examine, discuss and vote on the management report and the financial statements, with the opinion of the independent auditors, for the fiscal year ending December 31, 2018; **(ii)** to approve the allocation of the net income and the distribution of dividends for the fiscal year 2018; **(iii)** to elect the members of the Fiscal Council, both effective members and alternates; **(iv)** to decide the number of members sitting on the Board of Directors and to deliberate on their election; **(v)** to set the aggregate amount of compensation due to the members of the Company’s management; **(vi)** to set the aggregate amount of compensation for the effective members of the Fiscal Council; **2- Extraordinary General Meeting** **(v)** to approve the stock split for the totality of the 164,720,826 nominative, book entry shares with no par value, the issuance of the Company, being 64,484,433 common and 100,236,393 preferred, in the proportion of 1 common share to 4 common shares and 1 preferred share to 4 preferred shares, including ADRs, with the consequent amendment to Article 4 of the corporate bylaws; and **(vi)** to approve the amendment of paragraphs 1 and 2, Article 28 and the exclusion of Article 44 from the corporate bylaws.

Pursuant to CVM Instruction 481/09, we inform that for the adoption of the multiple voting process, the minimum percentage of 5% (five percent) participation in the voting capital will be necessary for electing members of the Board of Directors. The request for multiple voting should be sent in writing to the Company up to 48 hours prior to the date set for the holding of the Annual General Meeting, hereby convened.

The shareholders may be represented at the General Meeting by a proxy constituted pursuant to Paragraph 1, Article 126 of Law 6.404/76, by public or private instrument with notarized signature conditional on the power of attorney, together with other documentation required under this article, having been delivered at the Company’s registered offices at least 2 (two) working days prior to the date of the General Meeting.

The Company shall adopt a remote voting system for the holding of this Annual and Extraordinary General Meeting. The Remote Voting Ballot and instructions for its completion and dispatch, are available to the shareholders for consultation at the Company’s registered offices and at the electronic address of the Company ([www.isactEEP.com.br/ri](http://www.isactEEP.com.br/ri)), also being sent to B3 and the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*), pursuant to the provisions of the applicable legislation. No type of platform for accompanying via streaming or real time electronic voting will be available.

São Paulo, March 01, 2019  
**Bernardo Vargas Gibsone**  
Chairman of the Board of Directors

## **INFORMATION FOR PARTICIPATION IN THE ANNUAL AND EXTRAORDINARY GENERAL MEETING**

### **GUIDANCE FOR ONSITE PARTICIPATION**

The shareholder may choose to participate onsite in the General Meeting, in which case he/she should be present on the appointed date and at the time set for its realization at the address:

#### **CTEEP – Companhia de Transmissão de Energia Elétrica Paulista**

Rua Casa do Ator 1,155, 9<sup>th</sup> floor, Vila Olímpia  
São Paulo, SP, CEP 04546-004

At the General Meeting's reception desk, an identity document with photograph will be requested together with proof of ownership of the issued shares provided by the book entry transfer institution, the latter document to have been issued not more than 5 (five) days prior to the holding of the General Meeting. In the case of a legal entity, a certified copy of the corporate acts substantiating representational powers will be required.

No type of platform for accompanying via streaming or real time electronic voting will be available.

### **Participation by Proxy**

Should the shareholder be represented by third parties, the appropriate public or private power of attorney will be required, the latter with notarized signature, issued less than 1 (one) year previously, the proxy holder to be a shareholder, manager of the Company, lawyer, financial institution or manager or investment fund manager representing the fund members.

The proxy holder should send the power of attorney to the e-mail [ri@isactEEP.com.br](mailto:ri@isactEEP.com.br) at least 2 (two) business days prior to the General Meeting, together with an identity document or the pertinent corporate acts substantiating legal representation, as applicable: (i) proof of ownership of shares, the issuance of CTEEP, and issued by the depositary or custodial institution, at the most 3 (three) days prior to the date of the General Meeting; and (ii) in the case of legal entities, the pertinent representational documents should equally be presented.

Should the power of attorney and/or corporate documents be in a foreign language, the said documents should be consularized and translated into Portuguese.

The Company shall examine the power of attorney and the substantiating representational documents and should it not be possible to validate representational powers from the documents received, representation of the shareholder in the General Meeting will not be permitted.

The documents should be sent to the following address:

**CTEEP – Companhia de Transmissão de Energia Elétrica Paulista**  
Rua Casa do Ator 1.155, 9º andar, Vila Olímpia  
São Paulo, SP, CEP 04546-004  
A/C: Gerência de Relações com Investidores

Management recommends that Shareholders anticipate the sending of a copy of the power of attorney and documents substantiating their shareholder or representational status for the attention of Gerência de Relações com Investidores, by e-mail to [ri@isactEEP.com.br](mailto:ri@isactEEP.com.br).

## **GUIDANCE FOR PARTICIPATION THROUGH THE SENDING OF A REMOTE VOTING BALLOT**

Pursuant to CVM Instruction 481, the Company is to adopt the remote voting system on the occasion of this Annual and Extraordinary General Meeting. Consequently, the shareholders with voting rights may, as from this date, send their instructions for voting on the agenda of the General Meeting: (i) to authorized service providers, or (ii) directly to the Company, as per the following instructions:

### **(i) Exercising voting rights through service providers**

Book entry share services for ISA CTEEP are provided by Banco Itaú. The shareholder whose shares are not deposited with a central depository may send their remote voting instructions through Banco Itaú, proceeding as follows: (i) registering in the Itaú Securities Services Assembleia Digital website, (ii) ensuring the possession of a digital certificate (public or private), and, in the case of a Legal Entity, (iii) sending documentation and power of attorney for substantiating powers. Other doubts on the use of the system should be addressed to Banco Itaú itself.

### **(ii) Sending of the Voting Ballot directly to the Company**

The shareholder may choose to exercise remote voting rights directly with ISA CTEEP, sending to the e-mail [ri@isactEEP.com.br](mailto:ri@isactEEP.com.br): (i) a duly completed Remote Voting Ballot, (ii) copy of a digitized identity document and (iii) proof of ownership of shares.

The dispatch of the Remote Voting Ballot directly to ISA CTEEP should occur no later than 7 days prior to the date of the General Meeting.

Within 3 days from the receipt of the remote voting ballot, ISA CTEEP will notify the shareholder of (i) the receipt of the remote voting ballot and whether the ballot and eventual accompanying documents are sufficient for the vote to be considered valid; or (ii) the need for rectification or resending of the remote voting ballot or accompanying documentation and describing the procedures and timeframe necessary for regularizing the remote vote that has been delivered.

The Remote Voting Ballot not in accord with the mentioned specifications and not rectified, will not be considered as valid and consequently the relative votes will not be tabulated.

During the voting period, the shareholder may alter their voting instructions such that their final voting instructions received by the Company shall be deemed as the valid ones, conditional on compliance with the requirements for presenting the

necessary documentation and within the stipulated timeframe for receipt. Once the timeframe for voting has elapsed, the shareholder may not amend the Voting Instructions already sent. It is suggested that the shareholder should participate personally in the General Meeting should they consider it necessary to alter a vote already cast.

In the event of a discrepancy between the Remote Voting Ballot sent directly to the Company and the Voting Instruction in the consolidated voting map and sent by the Book Entry Transfer Bank for the same Personal Tax Registration (CPF) or Corporate Tax Registration (CNPJ) number, if the case, then the Voting Instruction received by the Book Entry Transfer Bank shall prevail, pursuant to CVM Instruction CVM 481.

The appropriate procedures for sending the remote voting instruction to the Custody Agent must be verified with the respective agent.