

## **BYLAWS OF THE BOARD OF DIRECTORS**

### **CTEEP – COMPANHIA DE TRANSMISSÃO DE ENERGIA ELÉTRICA PAULISTA**

The Board of Directors da CTEEP – Companhia de Transmissão de Energia Elétrica (“ISA CTEEP” or “Company”), pursuant to its statutory duties and prerogatives, decides to approve the following Bylaws, prescribing the general rules for its own organization, work and activities, as per Law 6.404/76 (Corporations Law) and the Statutes of ISA CTEEP:

#### **CHAPTER I MEMBERSHIP, TERM AND JURISDICTION**

- 1.1 The Board of Directors of ISA CTEEP, to be formed as provided in the Company’s Statutes, is a collegiate deliberations body responsible for providing overall business guidance, as well as budgetary, financial and equity management, controlling and overseeing the Company’s performance.
- 1.2 The Board of Directors of ISA CTEEP shall be comprised of up to ten (10) members, who may or may not be shareholders, who may or may not be resident in Brazil, to be elected and removed by the Shareholders’ Meeting, as provided in the Company’s Statutes, and in the light of the applicable Law.
  - 1.2.1 Shareholders shall submit, in advance, the candidates’ complete résumés for inclusion in the Management’s Proposal to the Shareholders’ Meeting convened to decide on the election of the members of the Board of Directors.
- 1.3 The Board of Directors shall elect, from among its members, one (1) Chairperson and one (1) Deputy Chairperson, based on the affirmative vote of the majority of its members at the first meeting of the Board of Directors to be held after the election of its members. The positions of Chairperson of

the Board of Directors and of Chief Executive Officer of the Company must not accumulate in a single individual.

- 1.4 The Board of Directors shall be made up of natural persons under a unified term of one (1) year. Reelection shall be admitted.
- 1.5 The members of the Board of Directors shall take office by signing the term of office entered in the "Ledger of Minutes of the Meetings of the Board of Directors", and shall remain subject to the requirements, prohibitions, duties and responsibilities as per the Corporations Law
- 1.6 The taking of office shall also require entering into the Managerial Statement of Acceptance of the Level-1 Governance Rules of B<sup>3</sup> S.A. – Brasil, Bolsa, Balcão, as well as of the Company's Policies governing the Disclosure of Material Actions of Facts and Securities Trading.
- 1.7 After the end of a term of office, the members of the Board of Directors shall remain in their positions until their successors take office.
- 1.8 The Chairperson of the Board of Directors shall be replaced, when temporarily prevented from attending, by the Deputy Chairperson, or, in the absence of the latter, by a Director appointed by the former and, in the absence of such an appointment, by a party elected by the remaining members of the Board of Directors from among their membership.
- 1.9 In the event of vacancy, resignation or permanent barring of the Chairperson of the Board of Directors, the Deputy Chairperson shall replace them and remain in the position until the Board of Directors selects a new effective Chairperson to serve for the remainder of the term.
- 1.10 In the event of vacancy, resignation or permanent barring of the other positions in the Board of Directors, for any reason, the Chairperson of the Board of Directors may fill such a position "ad referendum" of the Shareholders' Meeting, and the party thus appointed shall serve for the remainder of the term.
- 1.11 Directors shall perform according to the Corporate Purpose and Policies of ISA CTEEP, as well as to the decisions of the Shareholders' Meetings and of the Board of Directors. The jurisdiction of the Board of Directors to decide shall be as provided in the Corporations Law and in the Company's Statutes.

1.12 New members of the Board of Directors shall be integrated into it my means of a program to enable them to meet the Company's main executives and become acquainted with its facilities and essential business aspects. Sufficient information shall also be provided for incoming members to become specifically acquainted with ISA CTEEP and the industries in which it operates, as well as with the responsibilities, duties, obligations and attributes associated with their position; copies shall also be provided of the Company's Statutes, of the presentations delivered at the latest Common Shareholders' Meeting of ISA CTEEP, of the Code of Corporate Governance, of the present Bylaws, and of other Company documents required for performance.

## **CHAPTER II MEETINGS**

2.1 The Board of Directors shall meet, on a regular basis, on the dates provided in the annual calendar approved by the Board itself at the first meeting of each corporate period and, extraordinarily, upon convening notice from the Chairperson or the majority of its members.

2.1.1 The Chairperson of the Board of Directors shall have the following duties:

- a) to make sure that the Board of Directors efficiently implements the general guidance to the Company's business;
- b) to coordinate and plan the working of the Board of Directors by means of the establishment of an annual work plan based on the designated functions;
- c) to chair the meetings of the Board of Directors;
- d) to monitor the active participation of the members of the Board of Directors.

2.2 The Board of Directors shall convene with the attendance of the majority of its members and decide by a majority vote of those in attendance. The Chairperson shall have the tie-breaker vote in addition to their own.

2.3 The Chairperson of the Board shall call meetings scheduled according to the annual calendar to convene with five (5) days' advance notice. The call shall be made in writing, and the presence of the Company's Officers and other managers shall be permitted to instruct and clarify matters submitted to

decision. Their contribution shall be entered in the minutes of the works as deemed necessary by the members of the Board of Directors.

- 2.4 The Chairperson shall call extraordinary meetings to convene at shorter intervals than provided above, with justification. A meeting shall be deemed to regularly convene when the entirety of the members of the Board of Directors are in attendance.
- 2.5 The meetings of the Board of Directors shall be held, preferably, at the registered offices of ISA CTEEP, at Rua Casa do Ator, 1.155, 9th floor, district of Vila Olímpia, City and State of São Paulo, except where the notice to convene indicates otherwise.
- 2.6 The meetings may take place by conference call or any other virtual means of communication that enables identification of each member and simultaneous remote communication between all those in attendance. Absent Directors may also delegate their votes, in writing, to other Directors.
- 2.7 Directors attending in the manner described in the foregoing paragraph shall be deemed in attendance at the meeting for all intents and purposes, and any form of electronic signing of the respective minutes shall be deemed valid. A copy of the minutes shall be kept on file at the Company's registered offices, together with the original signed minutes.
- 2.8 All decisions of the Board of Directors shall be recorded into minutes entered in the respective "Ledger of the Minutes of the Meetings of the Board of Directors" and signed by the Directors in attendance. Said minutes shall be kept in ISA CTEEP's files by the Secretary, together with the meeting's supporting materials.
- 2.9 The meetings shall be called to convene by the Secretary of the Board of Directors, by order and on behalf of the Chairperson, in writing, by any means available, including e-mail. Calls to convene shall indicate the date, time and place of the meeting. The Secretary shall, in addition:
  - a) Assist the Chairperson of the Board of Directors in the performance of their duties, and advise and provide the necessary information to the other members of the Board of Directors;

- b) Assist in the drafting and dissemination of the annual calendar of Shareholders' Meetings and meetings of the Board of Directors;
- c) Prepare the meetings' agendas;
- d) Attend the meetings, serving as secretary, drafting the respective minutes in an objective manner to facilitate full understanding thereof. The minutes shall be submitted to the Directors' approval within three (3) weeks from the respective meeting;
- e) Enter the minutes into the appropriate ledger, to be kept at the Company's corporate files;
- f) Keep on file the meetings decision- and information-related materials;
- g) Assist the Directors in the performance of their duties, acting together with the Board of Directors and other areas of the Company to obtain, in a timely manner, the information and documents listed in the meetings' agenda of the day;
- h) Arrange for the filing of the minutes of the Board of Directors with the relevant Trade Registry, as required
- i) To carry out other activities that may be assigned to them by the Chairperson of the Board of Directors.

2.10 Any Director may submit, in advance, matters and proposals for decision or informative purposes to be included in the meetings' agenda according to the herein provided periods. Such matters and proposals must be provided with the required support materials and presentations containing all of the information and fundamentals required for the intended decision.

2.11 Under exceptional circumstances, as a means to prevent ISA CTEEP from coming to harm, the Chairperson of the Board of Directors may propose the removal or remove of a vote.

2.12 Directors shall not decide on matters where they are under a conflict of interests, or associated with third parties under their influence, as per the Law in force. In such cases, a Director shall refrain from discussing the matter and from casting a vote.

