PO-GN.01-004 **Nomination and Succession of Directors**	*Edition* 2.0	*Effective Date Start* 12/11/2025

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1 INTRODUCTION

1.1 OBJECTIVE

To establish, from the perspective of succession planning and other corporate governance processes linked to business strategy, a set of guidelines that guide the entire cycle of activity of the directors of AXIA Energia S.A. ("AXIA Energia" or "Company") and of its subsidiaries (collectively referred to as "AXIA Energia companies"), aiming to:

a) the orderly and sustainable renewal of its leadership;
b) optimization of the onboarding phase with the Company, including knowledge of its identity and values, strategy, business, people, and processes;
c) the quality of the decision-making process, with informed decisions regarding applicable obligations, corporate identity, strategic direction, and the alignment of expectations and interests among stakeholders;
d) adequate interaction among the Governance Agents;
e) a corporate culture grounded in ethics, collaboration, self-criticism, results, and high performance.

1.2 SCOPE

1.2.1 This policy applies to the Company and to the AXIA Energia companies and must be observed by their management, other governance agents, their employees, and, regarding the legal and statutory requirements for nomination and election, by the shareholders of AXIA Energia.

2 REFERENCES

2.1 Corporate Bylaws.

2.2 Corporate Governance Guide.

2.3 Code of Conduct.

2.4 Internal Regulations of the Board of Directors.

2.5 Internal Regulations of the Advisory Committees.

2.6 Compliance Policy.

2.7 Indemnity Policy.

2.8 Management Compensation and Clawback Policy.

2.9 Related Party Transactions and Conflict of Interest Management Policy.

2.10 Conciliation Agreement signed on March 26, 2025 between AXIA Energia and the Federal Government, as defined in item 3.2.12.

2.11 CVM Resolution No. 80, of March 29, 2022, and its Annex K, as subsequently amended, which sets out requirements for nomination, election, and appointment to management positions.

2.12 CVM Resolution No. 23, of February 25, 2021, as subsequently amended, which establishes specific rules for the composition and functioning of the statutory Audit and Risk Committee of publicly held companies.

3 DEFINITIONS

3.1 ACRONYMS

3.1.1 B3 — B3 S.A. Brasil, Bolsa, Balcão
3.1.2 CA — Board of Directors
3.1.3 DE — Executive Board
3.1.4 CEO — President of AXIA Energia
3.1.5 CVM — Brazilian Securities and Exchange Commission
3.1.6 PCA — Chairman of the Board of Directors

3.2 CONCEPTS AND DEFINITIONS

3.2.1 Administration — Board of Directors, responsible for defining AXIA Energia's corporate strategy, and the Executive Board, Presidency, and Vice-presidencies, responsible for conducting AXIA Energia's business.

3.2.2 Administrators — Members of the Board of Directors and of the Executive Board.

3.2.3 Governance Agents: For the purposes of this Policy, this term encompasses administrators, fiscal council members, and members of the Company's advisory committees.

3.2.4 Performance Evaluation — Periodic process for the collective performance evaluation of the Board of Directors, the Executive Board, and the Company's Advisory Committees, as well as the individual performance evaluation of Board Members and Executives.

3.2.5 AXIA Energia — AXIA Energia S.A. and companies in which it holds direct or indirect corporate control.

3.2.6 Committees — For the purposes of this Policy, the term refers to members of AXIA Energia's CA Advisory Committees, whether statutory or not.

3.2.7 Board Members — For the purposes of this Policy, the term refers to members of the Board of Directors.

3.2.8 Board of Directors — Collegiate body of AXIA Energia responsible for setting the general direction of the company's business, defining its strategic direction, ensuring the proper functioning of governance, risk management, and internal control systems, and ensuring the orderly succession of management.

3.2.9 Development of Governance Bodies and Agents — Process of continuous improvement of the Board of Directors, Committees, and Executives, through Continuing Education Plans (Board of Directors and Committees) and Individual Development Plans (Executives).

3.2.10 Executive Board — Collegiate body composed of the President and Vice-presidents, which holds specific powers and authorities granted by the Company Bylaws and the Board of Directors.

3.2.11 Executive — For the purposes of this Policy, the term should be used as a synonym for members of the Executive Board.

3.2.12 União Group — Group of shareholders that make up the União shareholder group as defined by AXIA Energia's Company Bylaws and the Conciliation Agreement.

3.2.13 Onboarding — Process of integration and orientation to the Company for new administrators, fiscal council members, and committee members.

3.2.14 Succession Planning — Process under the statutory responsibility of the Board of Directors, through which the orderly succession of management is pursued, with a view to the Company's interests, its long-term continuity, and the generation of sustainable value.

3.2.15 Conciliation Agreement — Conciliation Agreement No. 07/2025/CCAF/CGU/AGU-GVDM, signed on March 26, 2025 between AXIA Energia and the União within the scope of the Direct Action of Unconstitutionality (ADI) 7.385, approved at the Extraordinary General Meeting of April 29, 2025, and submitted for ratification by the Federal Supreme Court.

3.2.16 Multiple Voting — Electoral process provided for by law, through which the number of votes of each share is multiplied by the number of positions to be filled, with the shareholder being granted the right to cumulate votes for a single candidate or distribute them among several.

4 PRINCIPLES

4.1 Integrity

4.1.1 To act in an ethical, honest manner consistent with the Company's values, ensuring that decisions and conduct are aligned with best governance and integrity practices.

4.2 Transparency

4.2.1 To ensure the timely, accurate, and accessible disclosure of relevant information, so that shareholders and other stakeholders have a clear understanding of the Company's activities, risks, and results.

4.3 Fairness

4.3.1 To ensure fair and responsible treatment of all shareholders and other stakeholders, respecting their essential rights and considering the nature, relevance, and impact of each relationship with the Company.

4.4 Sustainability

4.4.1 To promote the long-term creation of value and the continuity of the Company, by integrating economic, social, environmental, and governance aspects into the Company's strategic and operational decisions.

4.5 Fiduciary duties

4.5.1 To fulfill with diligence, loyalty, and responsibility the legal, regulatory, and statutory obligations inherent to management positions.

5 GUIDELINES

5.1 SUCCESSION PLANNING AND NOMINATION

5.1.1 GENERAL GUIDELINES

5.1.1.1 Succession Planning must consider, at a minimum, the following general guidelines:

a) the strategic mapping of the position's challenges, as well as the desired profiles and competencies required;
b) the legal, regulatory, and statutory requirements and restrictions, as well as the provisions contained in this Policy, the Code of Conduct, the Governance Guide, the Compliance Policy, and other Company regulations, where applicable;
c) the technical and managerial capacity, interpersonal relationship skills, alignment with the strategic direction, values, and rules of conduct, and knowledge of applicable legislation and regulations, as demonstrated by the candidate regarding the duties, challenges, and responsibilities of the respective position;
d) the effective availability of time for the proper performance of duties;
e) the degree of engagement and diligence in addressing findings and responding to other requests made by the Company, including the timely provision of information related to the requirements and responsibilities of the position for the adequate management of potential conflicts of interest;
f) mitigation, to the greatest extent possible, of circumstances that may:
    i. give rise to potential conflicts of interest and undue influence in the exercise of the role; and/or
    ii. compromise the independence of opinion and judgment;
g) the diversity and complementarity of knowledge and experience, competencies, skills, and profiles, prioritizing, whenever possible, cultural aspects, age group, gender, sexual orientation, disability, and/or race and ethnicity.

5.1.2 SPECIFIC GUIDELINES FOR THE BOARD AND COMMITTEES:

5.1.2.1 Succession Planning

5.1.2.1.1 It should consist of the adoption of a set of tools, practices, and criteria to assess and maximize the degree to which the composition of the collegiate bodies aligns with the main challenges and demands of the Company and the legitimate interests of shareholders and other stakeholders, so as to achieve the greatest possible alignment of expectations and the desired set of skills, profiles, and competencies.

5.1.2.1.2 The Company should seek, whenever possible, to engage with shareholders and other stakeholders to gather input and align interests.

5.1.2.1.3 The Competency Matrix model and the criteria adopted for evaluating its members and candidates must be updated periodically.

5.1.2.1.4 The degree of contribution of its members to the proper functioning of the respective collegiate body must be considered, also considering specific individual consultation stages, the results of performance evaluations, the level of attendance at meetings, and behavioral aspects.

5.1.2.1.5 Whenever possible, guiding principles for the tenure cycle of its members should be defined, to ensure adequate balance and sustainability in the processes of knowledge retention and renewal of the collegiate bodies.

5.1.2.2 Nominations

5.1.2.2.1 The Board of Directors must select and propose to the Shareholders, at each new management term, a list of candidates to serve on the collegiate body, subject to the prerogative guaranteed on a strictly personal basis to União, as agreed in the Conciliation Agreement.

5.1.2.2.2 The People and Governance Committee must be responsible for conducting, under the leadership of its coordinator and the supervision of the Board Chair, the candidate selection process, considering the Succession Planning guidelines, so as to prioritize the alignment of expectations and ensure the legitimacy of the selection and nomination process.

5.1.2.2.3 The outcome of this work must be presented to the Board of Directors, which is responsible for validating the list of candidates to be proposed to the shareholders.

5.1.2.3 Forms and Deadlines for Nomination and Election:

5.1.2.3.1 The Company Bylaws establish that the Board of Directors must be composed of 10 members, with the election process structured as follows:

a) common shareholders have the right to elect 6 members, without the participation of the União Group;
b) preferred shareholders have the right to separately elect 1 member, without the participation of the União Group;
c) União, representing the shareholders of the União Group, has the right to separately elect up to 3 members, in accordance with the terms agreed in the Conciliation Agreement and the rules set forth in Chapter IV of the Company Bylaws.

5.1.2.3.2 Regarding the specific nominations of the União Group, Article 23 of the Company Bylaws sets a minimum notice period of 60 days prior to the annual general meeting for União to submit the União Group's nominations to the Company, without prejudice to interactions between the Company and União for the alignment of profiles, competencies, and expectations within the scope of Succession Planning.

5.1.2.3.3 The formalization of nominations by the Board of Directors does not affect the legal prerogative of shareholders to make alternative nominations or, in the case of the common shareholders' collegiate body, to request the adoption of the cumulative voting process.

5.1.2.3.4 At the time of disclosure of the management proposal for the annual general meeting, without prejudice to the separate election for the preferred shareholders' group and for the shareholder União representing the União Group, the Company may also define the election system to be observed by the common shareholders' collegiate body, namely: a slate or a nominal list.

5.1.2.3.5 The Nomination Process conducted by the Company must consider, at a minimum:

a) the guidelines of the Succession Planning;
b) the disclosure of nominations, together with the Competency Matrix, in advance of or simultaneously with the notice of the annual general meeting;
c) compliance with the legal and statutory eligibility and appointment requirements, including limits on the accumulation of board positions and the effective availability of time for the proper performance of the role and for engaged and active participation in Committees, considering the degree of complexity and demand inherent to the position.

5.1.2.4 Incompatibility, independence, materiality parameters, and limits on the accumulation of positions on board of directors:

5.1.2.4.1 The Company Bylaws provide, in Article 28, paragraph 2, a series of factual circumstances that constitute absolute incompatibility with holding the position of officer and fiscal council member, which must be observed by the Company and its Shareholders.

5.1.2.4.2 The Board of Directors must be composed of at least 5 independent members, and the classification of a member as an independent board member must be resolved in the minutes of the general meeting that elects them, in compliance with the statutory rules and the provisions issued by the CVM and the Novo Mercado Regulations of B3.

5.1.2.4.3 The general meeting may rely on the opinion of the People and Governance Committee, the declaration submitted by the nominee, and/or the Board of Directors' statement regarding the nominee's compliance with the independence criteria, included in the management proposal for the respective general meeting.

5.1.2.4.4 The Board of Directors must promptly disclose any fact that may affect their independence, and the Board of Directors is responsible for assessing such situations and disclosing, annually and in the management proposal for the election of the collegiate body, the results of its independence analysis.

5.1.2.4.5 Regarding the rules on limits for the accumulation of positions on boards of directors, a person who already serves on 4 or more boards of directors of publicly traded companies not controlled by AXIA Energia may not participate in the Board of Directors, reducing that number to 2 or more if the person is the chair of a board of directors of a publicly traded company not controlled by AXIA Energia, and to 1 or more if the person is a statutory officer of another publicly traded company not controlled by AXIA Energia.

5.1.2.4.6 The Board Chair is appointed by the Board of Directors itself from among its members, according to the rules set forth in the Internal Regulations.

5.1.2.5 Specific Rules for Committees

5.1.2.5.1 The process of nominating and electing members of the Committees shall observe the current rules, restrictions, and requirements set forth in the Company Bylaws, the Board of Directors' Internal Regulations, and the Unified Internal Regulations of the advisory Committees.

5.1.2.6 Integrity Analysis and Opinion of the People and Governance Committee

5.1.2.6.1 All nominations of members to the Board of Directors and of independent external members to the Audit and Risk Committee are subject to a specific integrity analysis conducted internally by AXIA Energia, the results of which will form part of the assessment of the nominee's suitability for the position, in addition to an opinion by the People and Governance Committee regarding compliance with the specific requirements of each position.

5.1.3 SPECIFIC GUIDELINES FOR THE EXECUTIVE BOARD:

5.1.3.1 Succession Planning

5.1.3.1.1 The Succession Planning for the President and the Vice-Presidents is characterized by the development of individual succession plans for each of the positions ("Succession Plans"), from which the following elements are derived:

a) succession map for each position and the readiness levels of their potential successors, including the contingency scenario for emergency changes;
b) the development plans for the potential successors, which must be integrated into their respective Individual Development Plans.

5.1.3.1.2 The need for succession of a member of the Executive Board may arise at any time, regardless of the current management term, taking into account the results of ongoing evaluations, as well as opportunities for alignment with the Succession Plan and the Company's renewal needs, as aligned with its strategic planning, among other factors established by the Board of Directors (BD).

5.1.3.1.3 Potential successors identified in succession maps may be internal or external candidates to the Company, in accordance with the guidelines, requirements, and restrictions set forth in this Policy.

5.1.3.1.4 The Vice-Presidency of Learning, People and Services, through its Culture and Talent Management Division, is responsible for leading the succession planning process for the Executive Board, including liaising with the parties involved in the preparation and monitoring of Succession Maps and development plans for potential successors, and is also responsible for periodically reporting the status of Succession Plans to the CEO and the People and Governance Committee.

5.1.3.1.5 Members of the Executive Board must work on a full-time and exclusive dedication basis, and may not engage in other profit-making activities and/or in for-profit entities unrelated to their position, including management, administration, or consulting/advisory roles in companies, except when acting as representatives of AXIA Energia or in cases specified by the BD.

5.1.3.2 President (CEO)

5.1.3.2.1 The Board of Directors must approve and keep updated the Succession Plan for the CEO, whose preparation must be coordinated by the People and Governance Committee, under the supervision of the Board Chair and with the technical-operational support of the culture and talent management area, and, whenever possible, with the direct involvement of the CEO himself.

5.1.3.2.2 The People and Governance Committee is responsible for evaluating and providing an opinion on the CEO's continuity and the renewal of their term, or the initiation of a new succession process. In the event the CEO continues in their role, the renewal process for their term must be supervised by the said Committee.

5.1.3.2.3 The President's succession process should be initiated as early as possible before the end of the management term, coordinated by the People and Governance Committee, which will analyze the mapped potential successors and recommend to the BD the candidate it deems most suitable for the position.

5.1.3.3 Vice-Presidents

5.1.3.3.1 Each Vice-President, with the support and guidance of the culture and talent management area and under the supervision of the CEO, must contribute to the preparation and periodic update of the respective Succession Plan, prioritizing the placement of internal professionals in the Succession Map.

5.1.3.3.2 As part of the succession process for a Vice-Presidency, the CEO, with the technical support of the culture and talent management area and drawing on the respective Succession Plan, will present their nomination for the position to the People and Governance Committee and to the BD.

5.2 ONBOARDING AND ORIENTATION

5.2.1 GENERAL GUIDELINES

5.2.1 The Onboarding process consists of the development, execution, and continuous updating of an immersion program for new Governance Agents joining the Company, aimed at providing information and tools to accelerate their integration into the corporate governance system and, in doing so, optimize their performance in their roles.

5.2.2 The Onboarding Program includes, by way of example, the following initiatives:

a) receipt and review of the Company's key corporate documents, including the Code of Conduct and the Corporate Governance Guide, as well as familiarization with the forms and information to be submitted to the Company on a periodic basis;
b) the presentation of key leaders of the Company, of the organizational structure and the corporate governance system, including the dynamics and planning of collegiate body meetings.
c) integration among Governance Agents from various collegiate bodies and learning about the forms of communication and interaction among them.
d) an introduction to the basic management and corporate governance tools, including the Governance Portal and decision-making platforms.
e) a detailed presentation of the compensation and benefits package, including civil liability insurance and indemnity coverage.
f) mandatory initial training for all Governance Agents, covering topics related to their roles and responsibilities.
g) visits to operational facilities, research centers, and ongoing project sites, whenever possible and in accordance with the collegiate body's schedule.
h) immersion in the strategic plan, with an overview of assets and businesses, market positioning, key challenges, main initiatives and R&D projects, innovation and new technology development, further outlook, and the Company's main performance indicators;
i) other essential and role-specific content prepared according to the specific position held by the new Executive, to optimize their integration into the management of their respective areas.

5.2.1.1 The Onboarding Program may include specific activities for a particular group of Governance Agents, tailored to the specific roles and responsibilities of their positions.

5.2.1.2 The Onboarding Program is jointly managed by the corporate governance area and the culture and talent management area; it begins shortly after the election of the new member and extends throughout the first months of their management term, depending on the demand and the need for deeper engagement with the topics covered.

5.3 PERFORMANCE EVALUATION

5.3.1 GENERAL GUIDELINES:

5.3.1.1 The performance evaluation tool is essential to the Succession Planning of the BD, its Committees, and executive positions, and also serves as a key input for improving the dynamics and functioning of the collegiate decision-making bodies, which ultimately leads to the maturation of the Company's decision-making process.

5.3.1.2 It is the responsibility of the Board of Directors to periodically evaluate its collective performance and that of its Committees and the Governance Secretariat. In addition, the Board of Directors also evaluates the individual performance of its members, of the Chairman of the Board of Directors and of the Company's Chief Executive Officer.

5.3.1.3 In turn, the CEO is responsible for evaluating the Vice-Presidents, in line with the guidelines and rules established by the BD. The CEO is also responsible for submitting the results of these evaluations to the said Committee and to the BD for presentation, evaluation, discussion, and approval.

5.3.2 BOARD OF DIRECTORS AND COMMITTEES

5.3.2.1 The BD periodically conducts its performance evaluation, which consists of the following elements:

a) **collective evaluation of the collegiate body**, aimed at identifying opportunities for improvement related to its relational dynamics, support activities, responsibilities performed, prioritized topics, and its structure and composition;
b) **individual evaluation of each Board Member**, with the aim of measuring their degree of individual contribution and collaboration, and the extent to which their qualifications and profile align with the needs of the collegiate body and the Competency Matrix;
c) **individual evaluation of the role performed by the Board Chair**, with a view to verifying whether the specific responsibilities of this position are being carried out to a satisfactory standard;
d) **evaluation of the Governance Secretariat**, with the objective of assessing the quality of the support services provided to the Board of Directors and its Committees.

5.3.2.2 Additionally, the BD also conducts a collective evaluation of each of its Committees, which serves as input for the periodic assessment of the adequacy of their structures, responsibilities, and compositions.

5.3.2.3 The performance evaluation process for the BD and Committees is led by the Board Chair and benefits from the methodological and procedural support of the People and Governance Committee, as well as the operational support of the corporate governance and culture and talent management areas.

5.3.2.4 At each cycle, the evaluation methodology may be discussed and reassessed, considering the evolution and maturation of the Company's corporate governance practices.

5.3.2.5 The Board Chair and the People and Governance Committee may propose to BD the engagement of specialized external consulting services to support the performance evaluation process.

5.3.2.6 The results of the collective performance evaluation will be presented to the collegiate body and shared with all members of the BD and may also generate Continuing Education Plans as part of the development process for each collegiate body. Likewise, the consolidated results of the Board Chair's and Governance Secretariat's evaluations will be reported to the BD. The Corporate Governance area will have access to the collective evaluation reports to support the planning of development initiatives for the corresponding collegiate bodies.

5.3.2.7 Access to individual performance evaluation results must be granted only to the PCA, the Coordinator of the People and Governance Committee, and the respective evaluated member.

5.3.2.8 It is the responsibility of the PCA or the Coordinator of the People and Governance Committee, with the support of the contracted consultancy, where applicable, to facilitate the feedback process with each evaluated member to address potential improvement opportunities and specific development initiatives. When the evaluated member is the PCA itself, the responsibility of facilitating the feedback process will fall to the Coordinator of the People Governance Committee, with this rule applying reciprocally.

5.3.2.9 Collective and individual performance evaluation reports and results are the property of the Company and classified as confidential. Participants, whether officers or not, are prohibited from publicly sharing any information or result from the performance evaluation process, whether collective or individual, or from using it for purposes other than those established in this Policy, without the prior and express authorization of the CA.

5.3.2.10 At each cycle, the CA may assess the level of disclosure to be made to the market regarding its collegiate performance evaluation process, considering the evolution of its Governance Processes.

5.3.3 EXECUTIVE BOARD

5.3.3.1 Individual Performance of the CEO

The Company's President must be periodically evaluated through a formal process conducted by the CA, coordinated by the People and Governance Committee and supervised by the PCA, based on the verification of the achievement of performance targets established for the Company, as well as the Executive's management and leadership capabilities, also observing the following benchmarks: (i) contribution to the fiscal year results; and (ii) achievement of the objectives set out in the strategic plan.

The results of the President's evaluation must be presented to the CA in an executive session, without the presence of the evaluated party, with the PCA responsible for reporting the result to the evaluated party.

5.3.3.2 Individual Performance of the Vice-Presidents

5.3.3.2.1 The individual performance evaluation of each Vice-President is carried out periodically by the CEO, with operational support from the area responsible for monitoring targets, following the methodology established by the CA.

5.3.3.2.2 The result of each Vice-President's individual evaluation is presented by the CEO to the People and Governance Committee, which issues an opinion to the CA on the evaluation results for subsequent discussion and deliberation.

5.3.3.2.3 The People and Governance Committee directly supervise the performance evaluation process of the Vice-President responsible for the culture and talent management area and the Vice-President responsible for the corporate governance area.

5.3.3.2.4 The individual evaluation of each Vice-President takes into account the top-level target results, the outcome of their performance evaluation and leadership aspects, as well as the results of their specific targets, also observing the following minimum benchmarks: (i) contribution to the fiscal year results; and (ii) achievement of the objectives set out in the strategic plan.

5.3.3.3 Practices and Dynamics of the Executive Board

The Executive Board may conduct periodic performance evaluations as a collegiate body, to identify improvement opportunities related to the efficiency of its operations and the quality of its decision-making process, including aspects related to relational dynamics, support activities, assigned responsibilities, duties performed and the prioritized topics. The corporate governance area and the culture and talent management area will provide technical and operational support to the Executive Board.

5.4 DEVELOPMENT

5.4.1 CONTINUING EDUCATION PLANS

5.4.1.1 The Continuing Education Plan comprises a set of improvement opportunities identified in each CA performance evaluation cycle and/or its Committee, including the ongoing development of specific competencies and skills essential to the performance of the role.

5.4.1.2 The Continuing Education Plan is designed to translate these improvement opportunities into initiatives and action plans with deadlines and responsible parties, with the corporate governance area supporting the CA and the People and Governance Committee in selecting, prioritizing, and coordinating the initiatives.

5.4.1.3 Action plans focused on corporate governance practices will be conducted by the corporate governance areas. Other initiatives will be directed to the responsible areas, with prior knowledge of the CEO and the responsible Vice-President.

5.4.1.4 The culture and talent management area is responsible for fulfilling the plan initiatives aimed at promoting educational activities for officers, giving preference, whenever possible, to the Company's internal talent and resources.

5.4.2 INDIVIDUAL DEVELOPMENT PLANS

5.4.2.1 The Individual Development Plans for Vice-Presidents are structured and monitored by the culture and talent management area, under the supervision of the CEO, and aim to develop their skills and competencies. The CEO's Individual Development Plan is directly supervised by the People and Governance Committee.

5.4.2.2 The culture and talent management area will periodically report to the CEO on the status of the Vice-Presidents' Individual Development Plans. In the case of Development Plans related to the CEO and the Vice-President responsible for the culture and talent management area, status reports will also be submitted to the People and Governance Committee.

5.4.2.3 When a Vice-President is identified as a potential successor to another member of the Executive Board, their Individual Development Plan will include, in addition to initiatives related to their current position, the initiatives related to the respective Succession Plan.

6 RESPONSIBILITIES

6.1 Governance Agents

6.1.1 To immediately notify the corporate governance and investor relations areas if they come to hold or vacate a position as an officer, advisory, or supervisory member in any other entity external to AXIA Energia, or any event that affects their compliance with the requirements for holding the position, and, where applicable, their classification as an independent member.

6.1.2 To immediately notify the corporate governance and investor relations areas of any situation that may give rise to a conflict between their personal interests and the interests of the company, including any negotiation and/or supply, directly or through a company in which they are relevant partners and/or direct or indirect officers, of goods and/or services to AXIA Energia, without prejudice to the provisions of the Related-Party Transactions and Conflicts of Interest Policy.

6.1.3 To have sufficient time available to act diligently in the exercise of their duties.

6.1.4 To observe the legal fiduciary duties, the provisions of the Bylaws, and the requirements set forth in the Company's internal regulations, including internal rules, the Governance Guide, and the Code of Conduct.

6.1.5 To participate in Governance Processes in a proactive and contributive manner.

6.2 Board of Directors

6.2.1 To establish additional guidelines to this policy on matters that fall within its purview.

6.2.2 To oversee succession planning for management and propose to the general meeting the list of candidates to serve on the CA, subject to the provisions of Chapter IV of the Bylaws.

6.2.3 To approve its Competency Matrix and the evaluation criteria for assessment.

6.2.4 To issue an opinion on the compliance of the candidates it nominates to the general meeting with the Competency Matrix, including aspects of independence.

6.2.5 To oversee the performance evaluation of the CA and its Committees.

6.2.6 To evaluate the CEO's performance and ratify the results of the performance evaluation of the Vice-Presidents.

6.2.7 To approve and keep updated the Succession Plan for the CEO.

6.2.8 To validate the Continuing Education Plans of the Board and of its Committee.

6.2.9 To approve nominations for positions in investee companies, pension entities, and associations, in accordance with the guidelines it establishes.

6.3 People and Governance Committee

6.3.1 To advise the Board of Directors on matters related to the Governance Processes, as defined by this Policy, without prejudice to any additional responsibilities that may be established by the Board.

6.3.2 To request the support of specialized independent consulting firms and external professionals to assist with the Governance Processes.

6.3.3 To analyze the eligibility requirements for nominations submitted to the Board of Directors and for nominations of external members to the Audit and Risk Committee.

6.3.4 To analyze the merit of nominations for positions in investee companies, pension entities, and associations, in accordance with the guidelines established by the Board.

6.3.5 To monitor the status of the Succession Plans for Executives and coordinate the development and updating of the CEO Succession Plan.

6.4 Chairman of BD

6.4.1 With the support of the Coordinator of the People and Governance Committee, and the corporate governance and investor relations teams, address governance matters with Shareholders and other stakeholders, including gathering expectations, perceptions, and needs related to the composition of the Board of Directors as part of Succession Planning.

6.4.2 To oversee, with the support of the Coordinator of the People and Governance Committee, the Governance Processes are set out in this Policy.

6.4.3 To participate, together with the Coordinator of the People and Governance Committee, in the individual *feedback* phase of the individual performance evaluation process for Board members.

6.5 Executive Board (EB)

6.5.1 To recommend to the CA opportunities for improvement to this Policy.

6.5.2 To ensure compliance with this Policy.

6.5.3 To analyze the merit of nominations for positions in investee companies, pension entities, and associations, in accordance with the guidelines established by the Board.

6.5.4 To approve the nominations for statutory positions of subsidiaries that are unpaid.

6.5.5 To approve nominations for Fiscal Council positions in investee companies.

6.5.6 To approve nominations for statutory positions in small and medium-sized special purpose entities and other entities that may be assigned by the Board.

6.5.7 To oversee Succession Planning for positions in investee companies, pension entities, and associations, in accordance with the guidelines established by the Board.

6.6 President (CEO)

6.6.1 To oversee, with the support of the culture and talent management team, the Succession Plans for Vice-Presidents and monitor their respective Individual Development Plans.

6.6.2 To signal to the Board and the People and Governance Committee any need for adjustments in the composition of the Executive Board and submit nominations for Executive positions.

6.6.3 To support the People and Governance Committee in developing and updating its Succession Plan.

6.6.4 To evaluate the individual performance of Vice-Presidents and report the results to the People and Governance Committee and the Board for analysis, discussion, and deliberation.

6.7 Vice-Presidents

6.7.1 To develop and keep updated, with the support of the culture and talent management team, their respective Succession Plan.

6.7.2 To execute their Individual Development Plan and support the culture and talent management team in developing the development plans for their potential successors.

6.8 Culture and Talent Management Team

6.8.1 To support the Board, the People and Governance Committee, the CEO, and the Vice-Presidents in developing, updating, and executing the Succession Plans.

6.8.2 To support the Board in its Succession Planning, including the potential engagement of specialized consulting firms.

6.8.3 To support the Board and Committees in executing the Continuing Education Plans.

6.8.4 To coordinate the development and monitoring of the Individual Development Plans for Executives.

6.8.5 To provide support to the People and Governance Committee on matters related to its responsibilities.

6.8.6 To assist the governance team in designing and executing the Onboarding Program .

6.8.7 To support in updating this Policy.

6.9 Corporate Governance Team

6.9.1 To support the Board, the People and Governance Committee, and the Executive Board on matters related to their responsibilities and to the topics covered by this Policy.

6.9.2 To structure the Onboarding Program and assist the culture and talent management team in designing the Continuing Education Plans.

6.9.3 To support the performance evaluation process, including the engagement of specialized consulting firms.

6.9.4 To review documents and requirements for the eligibility and appointment of candidates and prepare supporting materials for decision-making.

6.9.5 To coordinate the update of this Policy.

6.10 Investor Relations Team

6.10.1 To receive shareholder nominations for the Board of Directors and/or Fiscal Council.

6.10.2 To interact with AXIA Energia shareholders, including for the purpose of obtaining additional information when necessary.

6.10.3 To support the Chairman of the Board and the Coordinator of the People and Governance Committee in shareholder and stakeholder engagement activities to address corporate governance matters.

6.11 Compliance Area

6.11.1 To conduct an integrity analysis of candidates nominated for statutory positions, including analysis of potential conflicts of interest, involvement in competing companies or potentially competing companies, and background checks.

7 GENERAL PROVISIONS

7.1 The guidelines set forth in this Policy must be followed by all those to whom it applies, and non-compliance may result in the sanctions provided for in the Code of Conduct and the Compliance Policy.

7.2 The legal and regulatory provisions related to this subject, as well as the company's specific legal determinations and agreements currently in force, must be observed.

7.3 Exceptions and matters not addressed by this policy must be submitted to the Board of Directors for consideration.

7.4 This Policy may be expanded into other specific normative documents, always aligned with the principles and guidelines established herein.

7.5 All normative documents and provisions contrary to this Policy are hereby revoked, including the Nomination Policy, Edition 1.0, dated 03/31/2023, and the Board Members and Directors Integration and Improvement Regulation, dated 06/18/2021.

8 EDITION HISTORY

Edition	Name	Doc. and approval date
ed. 1.0	Nomination Policy of AXIA Energia	DEL-040/2023 dated 03/31/2023
ed. 2.0	Nomination and Succession of Administrators	DEL-206/2025 dated 12/11/2025
	Main Changes	
Inclusion of three new processes: Performance Evaluation, Onboarding, and Development of Governance Agents. Update of the nomination and election rules for administrators in accordance with the new rules in force under the Company Bylaws, Internal Regulations, and the Conciliation Agreement with the Union. Update of guidelines, roles, and responsibilities regarding the succession planning of administrators.		