
CEMIG DISTRIBUIÇÃO S.A.
Corporate Taxpayer's ID (CNPJ): 06.981.180/0001-16
Company Registry (NIRE): 31300020568
("Company")

BYLAWS

CHAPTER I

NAME, HEADQUARTERS, DURATION, AND PURPOSE

Article 1 - A Cemig Distribuição S.A. ("Company") is a corporation established as a wholly-owned subsidiary of Companhia Energética de Minas Gerais S.A. ("CEMIG"), a mixed capital company, which shall be governed by these Bylaws, Law 13,303, of June 30, 2016, and further amendments ("Law 13,303/2016"), Law 6,404, of December 15, 1976, and further amendments ("Law 6,404/1976"), and other applicable Laws and Regulations.

Article 2 - The Company's headquarters are located in the City of Belo Horizonte, the Capital City of the State of Minas Gerais, Brazil, and, upon authorization of the Executive Board, may open offices, representations, and any other establishments in Brazil and abroad.

Article 3 - The Company's duration is indefinite.

Article 4 – The Company's purpose is to provide public electricity distribution services through studying, planning, designing, constructing, operating, and exploring a distribution system, as well as trading electricity and related services that have been granted, or will be granted in the future, as entitled by law.

Paragraph 1 – The energy distribution activities provided in the Company's current concession agreements shall be carried out directly by the Company, under Article 3 of State Law 15,290, of August 04, 2004.

Paragraph 2 – Subject to the provisions of Paragraph 1, the Company may, as authorized by the Brazilian Electricity Regulatory Agency (ANEEL) and the Board of Directors of CEMIG, establish or participate, through majority or minority interests, in other companies whose purpose is to provide electricity distribution services through concessions that have been acquired or granted after the date the Company was established.

Paragraph 3 – In exercising its corporate purpose, the Company shall observe applicable legislation and regulations issued by the Granting Authority and ANEEL, as well as the regulatory clauses contained in the concession agreements to which it is a signatory.

Paragraph 4 – The transfer, assignment, or disposal of the Company's shares by CEMIG, in any form, direct or indirect, free or at a cost, may only occur with the prior consent of ANEEL.

CHAPTER II

SHARE CAPITAL AND SHARES

Article 5 – The Company's Share Capital is R\$6,964,105,965.93 (six billion, nine hundred and sixty-four million, one hundred and five thousand, nine hundred and sixty-five reais and

ninety-three centavos), represented by 2,359,113,452 (two billion, three hundred and fifty-nine million, one hundred and thirteen thousand, four hundred and fifty-two) registered common shares, with no par value.

Sole Paragraph - Each common share shall be entitled to 1 (one) vote in the resolutions of the General Meetings.

Article 6 – The Company's Share Capital may be increased up to the limit of 10% (ten percent) of the share capital, established in Article 5, regardless of statutory reform and upon resolution of the Board of Directors, with prior assessment by the Fiscal Council.

Article 7 – The Board of Directors shall be responsible for setting the number of new shares to be issued, the share price, the terms and conditions of payment, as well as other applicable conditions.

CHAPTER III

LONG-TERM STRATEGY, MULTI-YEAR BUSINESS PLAN, AND ANNUAL BUDGET

Article 8 – The Long-Term Strategy, the Multi-Year Business Plan, and the Annual Budget will be reflected in all the plans, projections, activities, strategies, investments, and expenses of the Company, its wholly-owned subsidiaries, subsidiaries, affiliates and consortia in which they directly or indirectly participate.

Paragraph 1 – The Long-Term Strategy, the Multi-Year Business Plan, and the Annual Budget shall be reviewed annually by the Executive Board and submitted for resolution until the date of the last ordinary Board of Directors' meeting held in the previous year, under applicable legislation.

Paragraph 2 – The Multi-Year Business Plan shall reflect the assumptions of the Long-Term Strategy, shall consist of plans and projections for a period of 5 (five) fiscal years, and shall address the following matters, among others:

- a) the Company's strategies and actions, including any project related to its corporate purpose;
- b) new investments and business opportunities, including those of the Company's wholly-owned subsidiaries, subsidiaries, and affiliates, as well as consortia in which they participate;
- c) amounts to be invested or originating from its own or third-party resources;
- d) rates of return and profits to be obtained or generated by the Company.

CHAPTER IV

GENERAL MEETINGS

Article 9 – CEMIG, as the Company's sole shareholder, has full powers to decide on all business relating to the Company's corporate purpose and adopt the resolutions deemed necessary to protect its interests and development. The General Meeting shall meet ordinarily, within the first 4 (four) months of the year, to resolve on the purposes established in applicable legislation, and extraordinarily as needed. It shall be convened at

least 21 (twenty-one) days in advance, and its convening, quorum, and resolutions shall comply with the relevant legal provisions.

Paragraph 1 – Where law, regulation, or regulatory provision requires a different minimum notice period, such period shall prevail.

Paragraph 2 - The Company may hold a General Meeting in person or exclusively online, under the terms of the law and applicable regulations, including those issued by the Brazilian Securities and Exchange Commission (CVM).

CHAPTER V MANAGEMENT

SECTION I GENERAL PROVISIONS

Article 10 – The Company's management will be run by the Board of Directors and the Executive Board.

Article 11 - The nomination of executive officers to the positions of members of the Company's Board of Directors and Executive Board shall meet the minimum eligibility criteria and the restrictions provided for in Article 17 of Law 13,303/2016. Investiture is subject to previous subscription to the terms and documents required under applicable legislation.

Paragraph 1 - The executive officers, in the exercise of their terms of office, shall observe the requirements, restrictions, and obligations provided for in applicable legislation, including those provided for in item I of Article 1 of Complementary Law 64, of May 18, 1990 ("Complementary Law 64/1990"), as established by Law 13,303/2016.

Paragraph 2 – Appointments to positions on the Board of Directors and Executive Board of wholly-owned subsidiaries, subsidiaries, and affiliates, where such appointments are the responsibility of the Company, shall comply with the provisions outlined in the main section.

Article 12 - The executive officers, including representatives of employees and minority shareholders, must participate, upon investiture and on an annual basis, according to applicable legislation, in specific training sessions made available by the Company on:

I - corporate and capital markets legislation;

II - disclosure of information;

III - risk management and internal controls;

IV - code of conduct;

V - Federal Law 12,846, of August 01, 2013 ("Law 12,846/2013");

VI - bidding process and contracts;

VII - others that may be required by applicable legislation.

Sole Paragraph – Members who have not participated in annual training sessions made available by the Company throughout 2 (two) years are prohibited from being reelected.

Article 13 - The executive officers and members of the Statutory Audit Committee must annually undergo individual and collective performance evaluation, observing the following minimum requirements:

- a) disclosure of management acts concerning their lawfulness and the effectiveness of administrative actions;
- b) contribution to the fiscal year's results;
- c) achievement of the goals outlined in the Multi-Year Business Plan and compliance with the Long-Term Strategy and Annual Budget.

SECTION II BOARD OF DIRECTORS

Article 14 – The Board of Directors shall comprise 9 (nine) sitting members, with 1 (one) member acting as the Chair.

Paragraph 1 – The Board of Directors members shall be elected and dismissed at any time by the General Meeting for a unified term of office of 2 (two) years, with a maximum of 3 (three) consecutive reelections permitted, subject to the requirements and restrictions established in applicable legislation.

Paragraph 2 – The Board of Directors members must be the same individuals serving on the Board of Directors of CEMIG, with unified terms of office as to their start and end dates, be subject to the same rules and restrictions applicable to such members, and be remunerated by CEMIG.

Paragraph 3 - For the election and exercise of the position, the Board of Directors member representing employees shall be subject to all criteria, requirements, restrictions, and impediments provided for in Law 6,404/1976, Law 13,303/2016, and State Decree 47,154/2017.

Paragraph 4 – Notwithstanding the impediments and restrictions provided in these Bylaws, the Board of Directors member representing employees shall not participate in discussions and resolutions on matters involving relations with labor unions, compensation, benefits, and advantages, including supplementary private pension plans and assistance matters, as well as in others that may give rise to a conflict of interest.

Paragraph 5 – The Board of Directors members may carry out other remunerated activities, provided there is no incompatibility of schedules and/or conflict of interests, observing the prohibition addressed in Article 20 of Law 13,303/2016.

Article 15 - The Chair of the Board of Directors shall be the same as that elected for CEMIG's Board of Directors and be responsible for indicating a replacement in his/her absence or impediment.

Paragraph 1 – The positions of Chair of the Board of Directors and Chief Executive Officer of the Company may not be held by the same person.

Paragraph 2 – The Chair of the Board of Directors is responsible for granting leave of absence to its members, while the other members are responsible for granting leave of absence to the Chair.

Article 16 - In the event of a vacancy on the Board of Directors, the substitute shall be appointed by the remaining Board members and serve until the first General Meeting, as provided for in Article 150 of Law 6,404/1976.

Sole Paragraph - In the case provided for in this Article, the nomination of the substitute shall be the responsibility of the group of majority or minority shareholders of CEMIG, who elected the former member, provided that the equity interest required to appoint the substitute in a shareholders' meeting is maintained.

Article 17 - The Board of Directors shall have the assistance of the Statutory Audit Committee and other advisory committees established by the Board of Directors.

Sole Paragraph - The aforementioned Committees shall have their operation rules and attributions provided for in their respective charters.

Article 18 - The Board of Directors shall ordinarily meet once a month and extraordinarily whenever necessary, according to its Charter.

Paragraph 1 - The Board of Directors' meetings shall be convened by its Chair, according to the Charter.

Paragraph 2 – The resolutions of the Board of Directors will be taken by the majority of votes of the attending Board members, and the Chair will have the casting vote in the event of a tie.

Paragraph 3 - In the event of an impediment or temporary absence of any Board member, such member may appoint another member to represent them, in which case the appointed Board member shall vote at the Board of Directors' meetings on their behalf and on behalf of the member they are representing. The appointment must be communicated to the Chair of the Board of Directors, along with the appointee's express consent. Alternatively, in the event of a temporary absence, the absent Board member may, based on the agenda, submit their vote in writing, either in physical or electronic form, to the meeting secretary.

Paragraph 4 – A Board member shall be deemed present at the meeting if they state their opinion using the chosen means of communication, and their statements and vote shall be considered valid for all legal purposes and recorded in minutes.

Article 19 – In addition to the attributions provided for in law, the Board of Directors shall be responsible for:

- I - determining the general direction of the Company's businesses;
- II - convening a General Meeting in cases provided for in law or when deemed convenient;
- III - electing, dismissing, and evaluating the Company's Executive Board members, under applicable legislation and in compliance with these Bylaws;
- IV - approving appointments made by the Company's CEO and Vice Presidents for management positions in wholly-owned subsidiaries, subsidiaries, affiliates, and consortia in which the Company participates;
- V - approving the regulation on the specific election system of the Board member representing employees, observing the rules established in Law 6,404/1976, Law 13,303/2016, and State Decree 47,154/2017;
- VI - approving, in the form of its Charter, the creation of advisory committees for the best exercise of its duties;
- VII - electing the Statutory Audit Committee members, who can be dismissed, for duly motivated reasons, at any time, by the absolute majority of votes of the Board of Directors members;
- VIII - appointing and dismissing, for duly motivated reasons, the head of the Internal Audit department, chosen among the Company's career employees;
- IX - choosing and dismissing the Company's independent auditors among internationally renowned firms authorized by the Brazilian Securities and Exchange Commission to audit publicly-held companies, after consulting the Statutory Audit Committee;
- X - monitoring the activities carried out by the Internal Audit;
- XI - issuing an opinion on the increase in the number of its members, the granting of benefits and advantages, the review of job plans, salaries, and careers, including changes in amounts paid as compensation for commissioned or free positions, and the compensation of the Executive Board members;
- XII - annually establishing the guidelines and limits, including financial, for personnel expenses, including the granting of benefits and those to be established in collective bargaining agreements, without prejudice to the powers of the General Meeting, as applicable, and in compliance with the Annual Budget;
- XIII - resolving, as proposed by the Executive Board, on:
 - a) the acquisition, disposal, or encumbrance, under any title, of the Company's permanent assets, as well as the provision of guarantees to third parties, in an individual or aggregate amount, in successive transactions within the same fiscal year, equal to or greater than 1% (one percent) of CEMIG's equity;

b) the implementation of the Company's investment and divestment projects through acquisitions, disposals, business partnerships, the formation of consortia, participation in auctions organized by the Granting Authority, corporate restructuring, assets, or equity interests held by the Company;

c) the incorporation, restructuring, liquidation, and dissolution of wholly-owned subsidiaries and subsidiaries, without prejudice to the legal authority of the decision-making bodies of the respective companies to approve such transactions;

d) the initiation of administrative procedures for public bidding, waiver or non-requirement of bidding, or exemption from the bidding requirement, and the corresponding contracting, as well as other legal transactions, the contracting of loans, structured financing and project finance transactions, and any pecuniary obligations in the name of the Company, whenever the individual value or the aggregate amount in successive transactions within the same fiscal year is equal to or greater than 1% (one percent) of CEMIG's equity;

e) the filing of lawsuits, arbitration or mediation proceedings, administrative procedures, and the execution of judicial or extrajudicial settlements in an amount equal to or greater than 1% (one percent) of CEMIG's equity;

f) the trade of electricity to any counterparty for amounts exceeding 1% (one percent) of CEMIG's equity;

g) the acquisition by the Company of its own shares or debentures to be held in treasury or for subsequent cancellation or sale;

h) the contracting of liability insurance to cover legal expenses, attorneys' fees, and indemnities arising from the defense of current and former members of the Board of Directors, the Fiscal Council, the Executive Board, and the Statutory Audit Committee, as well as Executive Officers and other Company leadership positions, in judicial and administrative proceedings.

XIV - issuing an opinion on the Company's annual and interim financial statements.

XV - supervising the Executive Board's management, examining, at any time, the Company's books and documents, requesting information on contracts signed or to be signed, or any other management acts deemed necessary;

XVI - authorizing the issue, whether for public distribution or not, of any marketable securities, including promissory notes, in the domestic or international market, for raising funds;

XVII - authorizing the issue of shares or subscription warrants of the Company, within the limit of authorized capital;

XVIII - approving the Long-Term Strategy, Multi-Year Business Plan, and the Annual Budget, including their amendments and revisions;

XIX - approving capital contributions to wholly-owned subsidiaries, subsidiaries, and affiliates, and in consortia that the Company participates, in an individual or aggregate

amount, in successive transactions within the same fiscal year, equal to or greater than 1% (one percent) of CEMIG's equity, observing the Related-Party Transaction Policy;

XX - promoting, on an annual basis, until the date of the last ordinary Board of Directors' meeting, an analysis of the goals and results achieved within the scope of the Multi-Year Business Plan and the Long-Term Strategy, disclosing the outcomes and reporting them to the Legislative Assembly of Minas Gerais and the Court of Accounts of the State of Minas Gerais;

XXI - approving the Related-Party Transaction Policy;

XXII - approving the Information Disclosure Policy to mitigate the risk of contradiction between the Company's different areas and its executive officers;

XXIII - approving the supplementary policies under the terms of these Bylaws.

XXIV - discussing, approving, and monitoring decisions involving the Company's corporate governance practices, relationships with stakeholders, the people management policy, and the code of conduct;

XXV - ensuring that risk management and internal control systems are implemented and monitored, aimed at preventing and mitigating the main risks to which the Company is exposed, including risks related to the integrity of accounting and financial information and the occurrence of corruption and fraud;

XXVI - annually assessing the individual and collective performance of the members of the Executive Board;

XXVII - declaring interest on equity and interim dividends to the retained earnings account, profit reserves, or profit calculated in semi-annual or interim balance sheets;

XXVIII - deciding on cases omitted in these Bylaws, respecting the authorities of the General Meeting.

SECTION III EXECUTIVE BOARD

Article 20 - The Executive Board shall be composed of 7 (seven) members, shareholders or not, all of whom must reside in Brazil, elected by the Board of Directors for a term of office of 2 (two) years, with the possibility of a maximum of 3 (three) consecutive reelections, subject to the requirements and limits established in the legislation and applicable regulations, with the following designations: (i) CEO; (ii) Vice President of Finance and Investor Relations; (iii) Vice President of Legal Affairs; (iv) Vice President of Distribution; (v) Vice President of Trade; (vi) Vice President of Information Technology; and (vii) Vice President with no specific potfolion, who must be the Vice President of Generation and Transmission of CEMIG.

Paragraph 1 - The Executive Board members shall remain in their positions until their duly elected successors take office.

Paragraph 2 - The Executive Board may hire non-statutory Officers, and the Board of Directors shall be responsible for defining the number of Executive Officers to be hired.

Paragraph 4 – The Executive Board members shall be entitled to an annual leave paid by CEMIG, for a period not exceeding 30 (thirty) days, on a non-cumulative basis, in addition to being paid one-third of their current monthly compensation.

Article 21 – In the event of absence, leave, vacancy, impediment, or resignation of any Executive Board members, it may, upon approval by the majority of its members, assign another member of the Executive Board to temporarily fill the respective vacant position.

Sole Paragraph – The Executive Board member elected by the Board of Directors to replace the Chair or Vice Chair during their term of office shall perform their duties for the remaining term of office of the person being replaced.

Article 22 – The Executive Board shall meet ordinarily, at least twice a month and, extraordinarily as needed, whenever convened by the Chief Executive Officer or 2 (two) Vice Presidents, as provided for by its Charter.

Paragraph 1 - The resolutions of the Executive Board will be taken by the majority of votes of its members, and the Chair shall have the casting vote in case of a tie.

Paragraph 2 - In the event of an impediment or temporary absence of any Executive Board member, such member may appoint another member to represent them at the meetings, in which case the appointed Executive Board member shall vote at the Executive Board's meetings on their behalf and on behalf of the member they are representing. Alternatively, in the event of temporary absence, the absent Executive Board member may, based on the agenda, submit their vote in writing, either in physical or electronic form, to the meeting secretary.

Paragraph 3 - The Executive Board's meetings may be held via conference call, videoconference, or other communication means that allow for identification and communication of the members.

Article 23 - The Executive Board, which is responsible for the current management of the Company's business, shall also be responsible for, in addition to the attributions provided for in law:

I - approving the Company's organization plan and the issue of the corresponding organizational and procedural rules;

II - preparing and submitting the Long-Term Strategy and the Multi-Year Business Plan, including their annual revisions, schedules, amounts, and allocation of planned investments, submitting them for approval by the Board of Directors;

III - preparing and submitting the Annual Budget, which must reflect the Multi-Year Business Plan in force, including its revisions, for approval by the Board of Directors;

IV – resolving on the acquisition, disposal, or encumbrance, under any title, of the Company's permanent assets, as well as the provision of guarantees to third parties, in an

individual or aggregate amount, in successive transactions within the same fiscal year, lower than 1% (one percent) of CEMIG's equity;

V- resolving and submitting to the Board of Directors's approval the implementation of the Company's investment and divestment projects through acquisitions, disposals, business partnerships, the formation of consortia, participation in auctions organized by the Granting Authority, corporate reorganizations, assets, and/or equity interests held by the Company;

VI - resolving and submitting to the Board of Directors' approval the incorporation, restructuring, liquidation, and dissolution of wholly-owned subsidiaries and subsidiaries, without prejudice to the legal authority of the decision-making bodies of the respective companies to approve such transactions;

VII - resolving on the initiation of administrative procedures for public bidding, waiver or non-requirement of bidding, or exemption from the bidding requirement, and the corresponding contracting, as well as other legal transactions, the contracting of loans, structured financing and project finance transactions, and any pecuniary obligations in the name of the Company, whenever the individual value or the aggregate amount in successive transactions within the same fiscal year is lower than 1% (one percent) of CEMIG's equity;

VIII - resolving on the trade of electricity to any counterparty for amounts lower than 1% (one percent) of CEMIG's equity;

IX - authorizing the filing of lawsuits, administrative proceedings, and the execution of judicial and extrajudicial settlements in an amount lower than 1% (one percent) of CEMIG's net equity;

X - resolving on the hiring and dismissal of non-statutory Executive Officers, who must be the members who shall compose CEMIG's Executive Board;

XI - approving the designation of employees for the exercise of leadership positions;

XII - authorizing personnel expenses, agreements, and other collective labor instruments, respecting the matters that need approval by the General Meeting, guidelines, and limits approved by the Board of Directors and the Annual Budget;

XIII - approving appointments to positions on the Boards of Directors, Fiscal Councils, and Executive Boards of the wholly-owned subsidiaries, subsidiaries, affiliates, and the consortia in which the Company participates, under the requirements, impediments, and restrictions outlined in Law 13,303/2016 and Decree 47,154/2017.

XIV - instructing the vote to be cast by the Company's representative at the General Meetings of wholly-owned subsidiaries, subsidiaries, affiliates, and consortia in which the Company participates;

XV - submitting the policies that complement these Bylaws to a resolution of the Board of Directors;

XVI - issuing internal regulations, under its authority, to delegate the competence of specific management acts.

Paragraph 1 – Acts required for the Company’s regular functioning and the signing of contracts and other legal documents must be carried out by the Chief Executive Officer jointly with one Vice President, by two Vice Presidents, or by a duly appointed representative.

Paragraph 2 - The Executive Board may delegate powers for approval and signature of legal documents under the internal functional structure related to ordinary management acts.

Paragraph 3 - Confidentiality agreements with entities interested in entering into partnerships with the Company may be executed by the CEO and/or Vice President of the business area involved, jointly with the Vice President of Legal Affairs, under the Executive Board’s Charter.

Paragraph 4 – The Executive Board will observe and comply with the goals and limits established by the Board of Directors.

Paragraph 5 - The Company’s active and passive representation, in court or out of court, shall be the responsibility of the CEO and Vice President, and the Company shall only assume obligations and responsibilities upon the signature:

- a) of the CEO jointly with 1 (one) Vice President; or
- b) 2 (two) Vice Presidents, acting jointly; or
- c) the CEO and 1 (one) Vice President, acting jointly with 1 (one) attorney-in-fact with specific powers for such act.

Article 24 – Subject to the provisions established in the preceding articles, and according to good corporate governance practices, each member of the Executive Board shall be responsible for complying and enforcing compliance with these Bylaws, the resolutions taken at the General Meetings and by the Board of Directors, the Charter, and resolutions of the Executive Board, which shall have the following responsibilities, among others:

I - Chief Executive Officer:

- a) to coordinate the strategic and institutional activities of the Company, wholly-owned subsidiaries, subsidiaries, affiliates, and consortia in which the Company participates;
- b) to coordinate the preparation, consolidation, and implementation of the Long-Term Strategy and the Multi-Year Business Plan of the Company, its wholly-owned subsidiaries, subsidiaries and affiliates, and, in the case of the latter, along with the responsible Vice President, and, in both cases, jointly with the Vice Presidents;
- c) to present the annual business report to the Board of Directors and the General Meeting;
- d) to be in charge of the Strategic Planning, Compliance, and Corporate Risk Management activities;
- e) to propose to the Executive Board, jointly with the responsible Vice President and/or Executive Officer, the appointments for the Company’s leadership positions;

j) to submit to the Executive Board nominees for the Management and Fiscal Council positions of wholly-owned subsidiaries, subsidiaries, affiliates, and consortia in which the Company participates, as well as the statutory bodies of Fundação Forluminas de Seguridade Social – Forluz and Cemig Saúde, having heard the responsible Vice President;

g) to coordinate the people management policy and actions of the Company, its wholly-owned subsidiaries, and subsidiaries;

h) to coordinate and manage processes and activities related to communication and institutional relations, both externally and internally, within the scope of the Company, its wholly-owned subsidiaries, and subsidiaries;

i) to plan and provide for activities related to the supply of materials and services, infrastructure, information technology, telecommunications, and transactional services;

j) to legally represent the Company, actively and passively.

II - Vice President of Finance and Investor Relations:

a) to plan, coordinate, manage, and direct activities related to the financial, accounting, insurance, planning, and control departments of the Company, its wholly-owned subsidiaries, and subsidiaries, and investor relations, trading, and implementation of partnerships, consortia, associations, and special purpose entities, observing the policy for holding equity interests;

b) to develop and implement the strategic plan of the Finance and Investor Relations Department of the Company, its wholly-owned subsidiaries, and subsidiaries, aligning it to the business objectives and best market practices;

c) to represent the Company before the Brazilian Securities and Exchange Commission (CVM), shareholders, investors, stock exchanges in Brazil and abroad, financial institutions, and other bodies related to the financial and capital markets;

d) to define actions and strategies to meet investor demands;

e) to propose and manage corporate capital allocation to maximize the return on investments, including the analysis of new business opportunities aligned with corporate objectives and sustainable value creation;

f) to ensure appropriate risk management of the Company's energy trade businesses.

III – Vice President of Legal Affairs:

a) to coordinate, manage, and direct the legal activities of the Company, its wholly-owned subsidiaries, and subsidiaries;

b) to coordinate, manage, and direct corporate governance activities;

c) to define the policies and guidelines, under the Company, its wholly-owned subsidiaries, and subsidiaries, related to the execution and development of strategies related to legal matters;

d) to define and promote the policies and guidelines related to legal assistance and defense of the interests of the Company, its wholly-owned subsidiaries, and subsidiaries;

e) to develop and implement the strategic plan of the legal department of the Company, its wholly-owned subsidiaries, and subsidiaries, aligning them with business objectives and best market practices;

f) to coordinate the execution of the legal assistance and defense of the interests of the Company and its wholly-owned subsidiaries, including advisory, consultancy, litigation, and legal management, as well as the issue and approval of opinions, instructions, and legal positioning of the Company;

g) to decide on the convenience and opportunity for contracting any external legal service, services supporting the Company's legal department, and other departments requesting such services;

h) to represent the Company before the Judiciary bodies and entities and associations related to legal matters.

IV - Vice President of Distribution:

a) to build, operate, and explore electricity distribution systems and related services;

b) to plan, propose, manage, and lead investments related to the electricity distribution business of the Company, its wholly-owned subsidiaries, and subsidiaries;

c) to coordinate the implementation of projects and developments for the expansion and improvement of distribution systems;

d) to ensure the distributor's energy planning, including the management of energy purchases to supply its customers.

V - Vice President of Trade: to plan, propose, manage, and lead energy trading activities.

VI - Vice President of Information Technology:

a) to develop and implement the strategic Information Technology and Communications plan of the Company, its wholly-owned subsidiaries, and subsidiaries, aligning it to business objectives and best market practices;

b) to define, provide, and manage the life cycle of the Company's Information Technology and Communications solutions, in line with the strategic plan, seeking efficient and innovative solutions that create value for the business;

c) to define and implement Cyber Security and Information Security policies, procedures, and solutions to protect the Company's data and technological infrastructure against cyber threats;

d) to manage the Company's Information Technology infrastructure, including hardware, software, data, communication networks, security, and governance systems, ensuring controls, compliance, quality, availability, modernization, and efficiency of costs;

e) to establish and manage contracts with suppliers and integrators of Information Technology and Communications products and services, ensuring quality and the best cost-efficiency for the Company.

VII – The Vice President with no portfolio shall be responsible for carrying out the appropriate acts provided by applicable legislation and these Bylaws.

Paragraph 1 – In addition to exercising the duties outlined in these Bylaws, each Executive Board member shall be responsible for ensuring cooperation, assistance, and support to the other members of the Executive Board within the scope of their respective responsibilities, aimed at achieving the Company's goals and its greater interests.

Paragraph 2 – Each Executive Board member shall be responsible, within the scope of their roles, for promoting actions required for the compliance and effective implementation of the occupational safety policies approved by the Company.

Paragraph 3 - The individual attributions of each Executive Board member can be complemented by those that may be specifically established in internal regulations, and they shall be responsible for, among others:

I - proposing to the Executive Board, for approval or submission to the Board of Directors or the General Meeting, approval for legal transactions related to their areas of activity, observing the authorities provided for in these Bylaws;

II - disclosing, at least once a year and within the scope of the Executive Board, performance reports related to the activities coordinated and monitored by them;

III - representing the Company before the market, regulatory bodies, associations, and other related entities in the electricity sector, correlated to the activities of the respective business department, and may sign documents inherent to their respective business department, provided that this does not imply matters that must be submitted to the Board, as provided for in the Bylaws.

IV- ensuring the application of corporate policies and sustainable development and social responsibility principles in all activities under their responsibility.

Paragraph 4 – As for affiliated companies, the executive officers appointed shall carry out their activities under the terms of their respective bylaws or shareholders' agreements.

SECTION IV

EXECUTIVE OFFICERS' RESPONSIBILITIES

Article 25 – Executive Officers shall be liable to the Company and third parties for any acts performed in the exercise of their duties, under applicable legislation and these Bylaws.

Article 26 – The Company will ensure that members and former members of the Board of Directors, Fiscal Council, Executive Board, and Statutory Audit Committee, as well as non-statutory Executive Officers and persons holding other leadership positions, can defend themselves in legal and administrative proceedings, actively and passively, during or after their respective terms of office or management terms, related to facts or acts carried out during the exercise of their duties.

Paragraph 1 – The guarantee provided in the main section of this article extends to employees who legally act under delegated authority or by mandate of the Company’s executive officers.

Paragraph 2 – The Company must hire civil liability insurance to cover procedural expenses, legal fees, and indemnifications arising from the judicial and administrative proceedings referred to in the main section, as approved by the Board of Directors.

Paragraph 3 - The insurance policy shall not provide coverage for the defense of acts that are manifestly unlawful or for insured persons who have acted with abuse of power.

Paragraph 4 - Regardless of whether the insurance policy is activated, the Company may engage a specialized external law firm to provide legal defense regarding the challenged acts.

Paragraph 5 - If a member of the Board of Directors, Fiscal Council, Executive Board, any non-statutory Executive Officer, or any employee is convicted by a final and unappealable decision that characterizes willful misconduct or gross error, under Article 28 of the Law of Introduction to the Rules of Brazilian Law, the Company shall seek reimbursement of all costs, expenses, and losses caused thereby.

Paragraph 6 - The Company shall issue a Comfort Letter covering the members of the Board of Directors, Fiscal Council, Statutory Audit Committee, Executive Board, and non-statutory Executive Officers, regarding acts performed in good faith, in compliance with applicable legal provisions.

SECTION V

STATUTORY AUDIT COMMITTEE

Article 27 – The Statutory Audit Committee is a permanent and independent body, with its own budget, with the purpose of advising and reporting directly to the Board of Directors, being also responsible for carrying out other activities attributed by applicable legislation.

Paragraph 1 – The Company shall adopt a sharing and compensation arrangement with CEMIG, under applicable legislation and CEMIG’s Bylaws.

Paragraph 2 - The Statutory Audit Committee’s meetings shall be held at least every two months, and their respective minutes shall be disclosed under applicable legislation, except when the Board of Directors deems that disclosure poses a risk to the Company’s legitimate interests, in which case only a summary thereof shall be disclosed.

Paragraph 3 - The restriction outlined in Paragraph 2 shall not be enforceable against the external oversight bodies to which the Company is subject, which shall have, under

applicable law, full and unrestricted access to the contents of the minutes of the Statutory Audit Committee, subject to confidentiality obligations.

Paragraph 4 - Nominees for the position of member of the Statutory Audit Committee must meet the minimum requirements outlined in Paragraph 1 of Article 25 of Federal Law 13,303/2016 and Article 37 of State Decree 47,154/2017, under applicable statutory and regulatory provisions.

Paragraph 5 - Members of the Statutory Audit Committee shall undergo specific training sessions, provided by the Company, both upon taking office and annually, as outlined in Article 17 of these Bylaws.

Paragraph 6 - The members of the Statutory Audit Committee shall be subject to the same responsibilities and guarantees granted to the Company's executive officers under these Bylaws.

Article 28 – The Statutory Audit Committee shall be responsible for:

- I - issuing an opinion on the hiring and dismissal of independent auditors;
- II - overseeing the activities of the independent auditors, assessing their independence, the quality of the services provided, and whether said services meet the Company's needs;
- III - overseeing the work carried out by the internal control area, the internal audit, and the preparation of the financial statements;
- IV - monitoring the quality and integrity of the internal control mechanisms, the financial statements, and the information and measurements disclosed by the Company;
- V - assessing and monitoring the Company's risk exposures, with the right to request, among others, detailed information on policies and procedures relating to management compensation, use of the Company's assets, and expenses incurred on behalf of the Company;
- VI - assessing and monitoring, jointly with management, the adequacy of related-party transactions;
- VII - preparing an annual report with information on its activities, results, conclusions, and recommendations, recording, if any, material divergences between management, independent auditors, and the Audit Committee regarding any aspects of the annual report;
- VIII - assessing the reasonableness of the parameters used for actuarial calculations, as well as the actuarial result for benefit plans maintained by the pension fund when the Company is the sponsor of a closed supplementary private pension entity;
- IX - providing an opinion to assist shareholders in nominating and assessing executive officers, members of advisory committees to the Board of Directors, and members of the Fiscal Council on the fulfillment of requirements and the absence of prohibitions for the respective elections, as well as checking compliance with the process.

Sole Paragraph – The Statutory Audit Committee may exercise its duties and responsibilities jointly with CEMIG's wholly-owned subsidiaries and subsidiaries that adopt a sharing regime for the Statutory Audit Committee.

Article 29 – The Statutory Audit Committee has operational autonomy to conduct and determine senior management consultations, evaluations, and investigations within the scope of its activities, including for the hiring and use of independent external specialists.

Sole Paragraph – The Statutory Audit Committee must have the means to receive internal and external complaints, including confidential ones, related to the Company and within the scope of its activities.

CHAPTER VI CONTROL AREAS

Article 30 – The control areas include internal auditing, compliance, and corporate risk management.

Paragraph 1 – Control areas must act independently, report to the Executive Board, and have the prerogative of reporting directly to the Board of Directors, as applicable, under applicable legislation.

Paragraph 2 - The external control by the State Comptroller General shall be ancillary, subject to the principles of motivation, reasonableness, adequacy, and proportionality, and shall be subject to the limits of the regulation to which the Company is subject (the rules of the Brazilian Securities and Exchange Commission (CVM)), compatible with the duties of Internal Audit, Compliance, and Statutory Audit Committee.

Article 31 – The internal audit area, aimed at preparing the financial statements, is also responsible for assessing:

I - the adequacy of internal controls and the effectiveness of risk management and governance processes; and

II - the reliability of the processes involving collection, measurement, classification, accumulation, recording, and disclosure of events and transactions, aiming to prepare financial statements.

Article 32 – The compliance area, linked to the CEO's Office, is responsible for:

I - managing the Company's compliance program, through prevention, investigation, detection, and response to failures to comply with internal and external standards and misconduct; and

II - coordinating and defining the methodology to be used for the management of internal controls.

Article 33 – The corporate risk management area, linked to the CEO's Office, is responsible for:

I - coordinating the mapping and management of the corporate risk portfolio;

II - supporting the Company's other areas in adopting the definitions of the corporate risk policy and the risk appetite parameters defined by the Board of Directors; and

III - defining the methodology to be used in corporate risk management and supporting other areas in its implementation.

Sole Paragraph – The risk management area will periodically submit reports to the Statutory Audit Committee containing its observations and recommendations.

CHAPTER VII FISCAL COUNCIL

Article 34 - The O Conselho Fiscal shall operate permanently and be composed of 5 (five) sitting members and their respective alternates, all of whom elected and remunerated by CEMIG, for a term of office of 2 (two) years, with 2 (two) consecutive reelections permitted, whose investiture is subject to previous subscription to the terms and legal and regulatory documents required by applicable legislation.

Paragraph 1 - In addition to the rules outlined in these Bylaws, the provisions of Federal Law 6,404/1976, Federal Law 13,303/2016, and State Decree 47,154/2017 shall apply to both sitting and alternate members of the Fiscal Council.

Paragraph 2 - The positions of the Fiscal Councils of wholly-owned subsidiaries, subsidiaries, and affiliates, whose filling is the responsibility of the Company, shall be appointed according to the Company's Nomination and Eligibility Policy.

Paragraph 3 - Sitting and alternate members of the Fiscal Council, including minority ones, shall undergo specific training sessions provided by the Company, both upon taking office and annually.

Paragraph 4 – The Fiscal Council shall be presided over by the Chair of the Fiscal Council of CEMIG, who will convene and conduct the meetings.

Article 35 - In the event of resignation from the position, death, or impediment, the sitting member of the Fiscal Council will be replaced with their respective alternative.

Article 36 – The Fiscal Council shall be responsible for the attributions defined in Law 6,404/1976 and Law 13,303/2016, provided it does not conflict with Brazilian legislation, as well as the attributions defined by the laws of the countries in which the Company's shares are listed and traded.

CHAPTER VII FISCAL YEAR

Article 37 - The fiscal year will coincide with the calendar year, ending on December 31 of each year, when financial statements will be prepared according to applicable legislation. Semi-annual or interim balance sheets may also be prepared for shorter periods.

Article 38 - From the profit for the year, accumulated losses, provision for income tax, social contribution on net profit, and, subsequently, profit sharing for employees and executive officers will be deducted before any distribution.

Paragraph 1 – The net income calculated for each fiscal year shall be allocated as follows:

I - 5% (five percent) to the legal reserve, up to the maximum limit provided for in law;

II - at least 50% (fifty percent) shall be distributed, as a mandatory dividend, to the Company's only shareholder, subject to the other provisions of these Bylaws and applicable legislation; and

III - the balance, after withholding the amounts allocated to investments foreseen in the capital budget and/or investment planning, according to the Company's Long-Term Strategy and Multi-Year Business Plan, approved by the Board of Directors of Cemig D, shall be distributed to CEMIG, its only shareholder, as dividends and/or interest on equity, subject to the availability of free cash.

Paragraph 2 – According to regulations issued by ANEEL, failure to comply with global annual limits on collective continuity indicators for 2 (two) consecutive years, or 3 (three) times over 5 (five) years, may limit the distribution of dividends or payment of interest on equity, whose amounts, individually or jointly, exceed 25% (twenty-five percent) of the net profit reduced or increased by the amounts allocated as legal reserve and reserve for contingencies, plus the reversal of the same reserve from previous years, until the regulatory parameters are restored, under sub-clause 1 of item I of Article 7 of the Fifth Amendment to the Public Electricity Distribution Service Concession Agreements 002/1997/DNAEE, 003/1997/DNAEE, 004/1997/DNAEE and 005/1997/DNAEE, signed between the Company and the Federal Government.

Paragraph 3 – Failure to comply with the minimum economic and financial sustainability parameters defined in the Fifth Amendment to the Public Electricity Distribution Service Concession Agreements 002/1997/DNAEE, 003/1997/DNAEE, 004/1997/DNAEE and 005/1997/DNAEE, signed between the Company and the Federal Government shall limit the distribution of dividends or payment of interest on equity, whose amounts, individually or jointly, exceed 25% (twenty-five percent) of the net profit reduced or increased by the amounts allocated as legal reserve and reserve for contingencies, plus the reversal of the same reserve from previous years, until the regulatory parameters are restored and proven through regulatory accounting statements for the calendar year subsequently delivered to ANEEL.

Paragraph 4 – The distribution of mandatory dividends or payment of interest on equity, respecting the minimum legal requirement, may be exceptionally limited in situations or conditions required by the regulatory body, through normative or contractual provision, aimed at mitigating a financial imbalance caused by a third party, an act of government, unforeseeable circumstances or force majeure expressly recognized. The corresponding contracts must be approved by the Board of Directors or the Executive Board, within the scope of their legal and statutory attributions, and the proposing body shall be responsible for demonstrating, in a well-founded manner, the benefits of the contract for the Company and the urgency of the measure given the potential damage that may result from its non-adoption.

Article 39 - Without prejudice to mandatory dividends, every 2 (two) years or at shorter intervals if the Company's cash availability allows, the profit reserve provided for in item III of the Sole Paragraph of Article 38 of these Bylaws will be used for the distribution of extraordinary dividends, up to the limit of available cash, as established by the Board of Directors, according to the Long-Term Strategy and the Dividend Policy provided thereon.

Article 40 - Mandatory or extraordinary dividends declared will be paid in 2 (two) equal installments, the first by June 30 and the second by December 30 of each year, and the Executive Board, within these deadlines, will be responsible for determining the locations and payment processes.

Sole Paragraph - Dividends not claimed within 3 (three) years from the date they have been made available to shareholders will revert to the benefit of the Company.

Article 41 – It is prohibited to pay profit sharing, in any form, to the members of the Statutory Audit Committee and the Board of Directors, except to the member representing the employees.

Sole Paragraph – The Company's employees are entitled to receive profit sharing, under the criteria defined by the Executive Board based on the guidelines approved by the Board of Directors and the limits established by the General Meeting, under applicable legislation.

CHAPTER IX RESOLUTION OF DISPUTES

Article 42 - The Company, its shareholders, executive officers, and Fiscal Council members undertake to resolve, by arbitration, preceded by mediation, under the rules of either the Market Arbitration Chamber (CAM) of B3 or the FGV Mediation and Arbitration Chamber, any disputes or controversies that may arise among them related to or arising from their status as issuer, shareholders, officers, or members of the Fiscal Council, particularly those involving the application, validity, effectiveness, interpretation, or breach of the provisions outlined in applicable laws and regulations, especially Federal Law 6,385/1976, Federal Law 6,404/1976, these Bylaws, any shareholders' agreements filed at the Company's headquarters, the rules issued by the Brazilian Securities and Exchange Commission (CVM), the Central Bank of Brazil, and the National Monetary Council, as well as other rules applicable to the operation of the capital markets in general, and the B3 Level 1 Listing Rules and Level 1 Participation Agreement.

Sole Paragraph – Without prejudice to the validity of this arbitration clause, the request for urgent measures, before the constitution of the arbitration court, must be sent to the Judiciary Branch, observing the legal jurisdiction of the district of Belo Horizonte, State of Minas Gerais.

CHAPTER X GENERAL AND FINAL PROVISIONS

Article 43 – When signing contracts and other legal documents between the Company and related parties, including the State of Minas Gerais and CEMIG, the Company's Related-Party Transaction Policy must be observed.

Article 44 – The term “applicable legislation” provided for in these Bylaws includes regulatory rules, subject to the prevalence of Law over rules of an infra-legal nature.

Article 45 – In cases in which the Company holds equity interests but does not hold the shareholding control, it shall observe corporate governance and control practices proportional to the relevance, materiality, and risks of the business.
