



	Internal Regulation of the Board of Directors of CPFL Energia S.A.	
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I. PURPOSE OF THE INTERNAL REGULATION

This Internal Regulation disciplines the functioning of the Board of Directors (“Board”) of CPFL Energia S.A. (“CPFL Energia” or “Company”) and its interactions with the Governance Agents¹ of the Company and its Subsidiary² and Affiliated³ companies, in compliance with the relevant laws and regulations. This Regulation shall be interpreted considering the Company’s Bylaws, the Corporate Governance Guidelines of CPFL Energia, the Internal Regulation of the Board of Directors’ Advisory Committees and Commissions, the Internal Regulation of the Audit Committee and any other applicable internal regulations.

II. MISSION OF THE BOARD OF DIRECTORS

The Board of Directors is a collective decision-making body that has the mission to safeguard the value of the Company and to optimize the return on investment of its shareholders, creating long-term value and aiming at the perpetuity of the Group’s⁴ businesses. Also, the Board shall promote a culture centered on the mission, vision and values of the organization⁵, acting in accordance with the Novo Mercado Regulation and Brazilian’s best practices for Corporate Governance. Specifically, the Board is responsible for the strategic guidance of the Company, for defining and ensuring the observation of the corporate policies, as well as for the guard of the corporate purpose and of the governance system of the CPFL Group.

III. COMPOSITION, INVESTITURE, TERM OF OFFICE, VACANCY AND TEMPORARY ABSENCE/IMPEDIMENT

III.1. COMPOSITION

CPFL Energia’s Board of Directors is composed by at least five (5) at maximum of nine (9) members, elected by the Annual Shareholders’ Meeting, in accordance with the Company’s Bylaws and applicable laws and regulations, considering that there should be at least two (2) or 20% (twenty per cent), whichever is higher, of Independent Director(s), pursuant to the definition of the Rules of Novo Mercado. The Independent Directors shall be expressly identified as such in the minutes of the Shareholders’ Meeting in which they are elected. Additionally, according to the Company’s Bylaws, Shareholders’ Meeting may elect Alternate Members for the Board of Directors.

The Board shall have a Chairperson who will be elected by its members at the first ordinary meeting held after their election and their roles are those defined herein. The positions of Chairperson of the Board of Directors and Chief Executive Officer (or main executive of the Company) are separate and no person may accumulate both functions.

¹ According to the Corporate Governance Guidelines, **Governance Agents** are individuals and bodies involved in the Corporate Governance system, such as: partners, shareholders, auditors, BoD and its members, Fiscal Council and its members, BoE and its members etc. / De acordo com as Diretrizes de Governança Corporativa, **Agentes de Governança** são indivíduos ou órgãos envolvidos no sistema de Governança Corporativa, tais como sócios, acionistas, auditores, CF e seus membros, Conselho Fiscal e seus membros, Diretoria e seus membros etc.

² According to the Corporate Governance Guidelines, a **Subsidiary** is a company controlled by CPFL Energia, directly or indirectly. / De acordo com as Diretrizes de Governança Corporativa, uma **Subsidiária** é uma empresa controlada pela CPFL Energia, direta ou indiretamente.

³ According to the Corporate Governance Guidelines, an **Affiliated** is a company in which CPFL Energia holds 50% or less interest. / De acordo com as Diretrizes de Governança Corporativa, uma **Afiliada** é uma empresa na qual a CPFL Energia detém 50% ou menos de participação.

⁴ According to the Corporate Governance Guidelines, the **CPFL Group** is the group of companies composed by CPFL Energia (holding) and its Subsidiaries and Affiliated companies. / De acordo com as Diretrizes de Governança Corporativa, o **Grupo CPFL** é um grupo de empresas composto pela CPFL Energia (holding) e suas Subsidiárias e Afiliadas.

⁵ Available on the Corporate Governance Guidelines / Disponível nas Diretrizes de Governança Corporativa.



III.2. INVESTITURE

The members of the Board shall be invested in their respective offices upon signing the Instrument of Investiture, containing the commitment to the arbitration clause established by the Company's Bylaws and Novo Mercado Regulation, which shall be filed at the Company's headquarters. Moreover, the Board members will sign the Statement of Adherence to the Policies of Securities Trading and Disclosure of Material Events of CPFL Energia and any other documents required by the Company in order to comply with the best practices of Corporate Governance, as well as applicable laws and regulations.

III.3. TERM OF OFFICE

Board Members shall be elected for a unified term of office, according to the Company's Bylaws, and reelection is permitted. Upon termination of the term for which they were elected, said members shall remain in their positions until their successors take office, or the vacancy of the position is declared.

III.4. VACANCY AND TEMPORARY ABSENCE/IMPEDIMENT

Vacancy may occur permanently by resignation, dismissal, disability, loss of mandate, proven impediment, death or the occurrence of other situations referred to by law, in which case the substitution of the vacant position shall happen pursuant to Law 6,404/76 ("Corporations Law").

Resignation from the office of Board Member shall be by written communication to the Chairperson of the Board, taking effect with regard to the Company from the receipt of such communication.

In the event of vacancy of the position of Chairperson, the Board of Directors shall elect the new Chairman, who shall perform his/her duties for the remaining term of office.

Furthermore, in case of absence or temporary impediment of the Chairperson of the Board of Directors, he/she shall be replaced in his/her functions by another Member of the Board of Directors that he/she may indicate and, if there is no such indication, as elected by the majority of remaining members of the Board of Directors.

IV. SCOPE OF ACTIVITY AND DUTIES

The Board is responsible for strategic decisions, determining the overall guidelines and establishing the Company's and its Subsidiary and Affiliated companies' general business policies. The scope of activity of the Board is:

- a) To guard the corporate purpose of the Company and its Subsidiary and Affiliated companies and to adopt a management structure comprising qualified professionals with an unblemished reputation, compatible with the business segments in which they operate.
- b) To devote its best efforts to perpetuate the business of the Company and its Subsidiary and Affiliated companies, creating long-term value, while promoting a culture centered on the values and principles of the organization, according to the Corporate Governance Guidelines.
- c) To draw up a method for monitoring and evaluating the Company, the Management Bodies of the Company and of the Subsidiary and Affiliated companies, which will be reflected in the strategic plans and risks' maps and implemented by the Board of



Executive Officers.

- d) To anticipate and manage conflicts of interest or differences of opinion, ensuring that the interests of the Company and its Subsidiary and Affiliated companies always prevail over any other interests.
- e) To direct the business in compliance with the principles of corporate responsibility and ethics laid down in the Code of Ethics and Business Conduct of CPFL Energia, to monitor the corporate risks, the Company's institutional commitments, and the concession contracts signed by the Company, its Subsidiary and Affiliated companies with the granting authorities.

The Board's specific duties and responsibilities, in the context of the Company and its Subsidiary and Affiliated companies, are those laid down in the law, the Company's Bylaws and on the Corporate Governance Guidelines.

V. ATTRIBUTIONS OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson shall pursue the effectiveness and good performance of the Board and of each of its members, ensuring that the Board's activities are compatible with the interests of the Company, the shareholders and other stakeholders with whom the Company and its Subsidiary and Affiliated companies interact. Whenever necessary, the Chairperson will be duly assisted by the Corporate Governance Department, which has, among its responsibilities, the role of acting as a Corporate Secretariat.

To this effect, the Chairperson, without prejudice to those established by the law or the Company's Bylaws, shall have among his/her duties:

- a) To ensure the effectiveness of the monitoring and evaluation of the Company and its Management Bodies, established by the Board of Directors.
- b) To coordinate the duties and responsibilities of the other Board Members, complying with the Company's Bylaws and this Internal Regulation.
- c) To organize and coordinate the agenda for Board Meetings, after hearing the considerations of the Chief Executive Officer and the other Executive Officers of CPFL Energia, and to authorize the inclusion of un-scheduled matters, as well as the exclusion of matters.
- d) To ensure that the Board Members receive complete and timely information on the items listed on the meeting agenda and to forward requests for clarifications to the responsible Executive Officers.
- e) To invite Board members, Committees' and Commissions' members, Audit Committee members, employees, consultants, internal and independent auditors, members of the Fiscal Council or any other person of interest to participate at the Board meetings.
- f) To convene and preside over the Board Meetings.
- g) To request that external consultants be hired to issue opinions, in order to assist the Board in examining complex or controversial matters.
- h) To propose the Annual Calendar of Events ("Annual Calendar") to the Board, which will set the dates for the ordinary Board Meetings including the date for the Annual Shareholders' Meeting and the Ordinary Fiscal Council Meetings.
- i) To start the annual Self-Assessment of the Board's performance, as well as propose to the Board reviews of the Board's Internal Regulation and the Corporate Governance Guidelines.
- j) Any other responsibilities assigned to him/her by the Company's Bylaws and applicable laws and regulations.



VI. RIGHTS AND DUTIES OF THE BOARD MEMBERS

The Board Members shall act in the interest of the Company and its Subsidiary and Affiliated companies. As a result, the members shall have access to all the documents and information they may reasonably consider necessary for the exercise of their functions, which shall be provided, according to this Regulation, with the assistance of the Corporate Secretariat.

Any information to which they have privileged access due to their office, shall be maintained as confidential until its disclosure to the market, and make every effort to ensure that third parties do likewise, assuming joint liability with them.

Whenever it is deemed necessary, the members may consider the hiring of external specialists to assist them in specific decisions, in compliance with the duties attributed to them by the Company's Bylaws and in this Internal Regulation.

The members are prohibited from taking loans or other resources from the Company or any of its Subsidiary and Affiliated companies to their own advantage or to that of any company in which they have an interest, and from obtaining any type of advantage, whether direct or indirect, due to the office they hold.

Board Members shall make every effort to ensure that the Board's relationship with the Committees and Commissions, Audit Committee, Fiscal Council, independent auditors, Board of Executive Officers, Shareholders, stakeholders or any other interlocutor is conducted in an efficient and transparent manner.

VII. MEETINGS OF THE BOARD OF DIRECTORS

Ordinary board meetings may be held monthly, according to the Annual Calendar, and extraordinary meetings may be called by the Chairperson whenever necessary, on his/her own initiative or by request of any Board Member, as well as at the request of the Chief Executive Officer, with the assistance of the Corporate Secretariat. Meetings may be held in the Company's registered office or, at the Board's discretion, at another address previously informed to the Board members.

At the meetings of the Board of Directors, Directors may participate via conference call or video conference call and those who vote by means of delegation in favor of any of the Board members, by written words, by electronic data transmission or by any other means of communication.

VII.1. CONVENING AND SESSION

The call notice and agenda for the Board meetings shall be sent, to all the Board Members, at least nine (9) days in advance, by the Corporate Secretariat, under the Chairman's request together with supporting documents. The call notice must indicate the date, starting and finishing times, the location of the meeting and the issues to be discussed.

Exceptionally, by decision of the Chairperson of the Board, in the event of evident urgency, extraordinary meetings may be called at shorter notice, pursuant to the Company's Bylaws.

The Board meetings may be held when the majority of Board Members is present and, if there is no quorum at the first call, the Chairperson shall call a new meeting, with notice of at least



seven (7) days in advance, which may be held with any number of participants. No matter that is not included in the agenda of the original meeting may be discussed on the second call, unless all Board Members are present and expressly agree with the inclusion. In any case, the meetings may be held irrespective of prior call with the presence of all its members.

Board Members participating by conference call or video conference shall be computed as present and voting by means of delegation in favor of another board member, written in advance, sent by e-mail or any other means of communication are accepted. In such cases, the Board members shall forward their written votes to the Corporate Secretariat, who will file them in the Company and they shall be valid for all legal purposes.

The Chief Executive Officer and the Executive Officers may take part in the meetings by invitation.

VII.2 DECISIONS AND MINUTES

The Board Members shall attend the meetings duly prepared to examine and decide on the matters on the agenda; each member shall be entitled to one vote and decisions will be taken by a simple majority of the votes of those present. In the event of a tie, the Chairperson will also have a casting vote.

Any Board Member who has an actual or potential conflict of interest, shall abstain from attending in the part of the meeting in which the issue that causes such conflict is considered.

In addition to deciding on the matters submitted for their approval, the Board Members shall recommend the votes to be cast by the Company's representatives on the collegiate bodies of Subsidiary and Affiliated companies according to the Corporate Governance Guidelines of CPFL Energia.

The minutes of Board meetings shall be drafted clearly and record all the subjects covered and decisions taken, being drawn up in the minutes book. Minutes shall be filed before the Board of Trade and published in accordance with applicable laws and regulations. Decisions of a strategic nature for the Company, its Subsidiary and Affiliated companies or that could put legitimate interests at risk may, at the Board's discretion, be considered confidential, in whole or in part, and not disclosed, pursuant to the legislation in force.

VIII. BODIES SUPPORTING THE BOARD OF DIRECTORS

In order to improve the performance, the Board shall have support bodies, as the Corporate Secretariat, the Advisory Committees and Commissions and the Audit Committee.

VIII.1 CORPORATE SECRETARIAT

CPFL Energia has a Corporate Governance Department that, among its responsibilities, serves as the secretariat of the Board of Directors.

The Corporate Secretariat for the Board Meetings is responsible, among others, for:

- a) supporting and proposing continuous improvements of the Board's processes;
- b) supporting the Chairperson of the Board in defining the agenda for Board meetings and the convening of Board Meetings, as well as on other activities necessary to preside over Board and Shareholders' Meetings;
- c) forwarding the agenda and supporting material for Board meetings and interacting with the Board of Executive Officers, in order to respond to requests for clarification and information submitted by the Board members;



- d) supporting the Board members, members of Committees and Commissions and members of Audit Committee in all activities necessary;
- e) preparing, entering in the appropriate book, registering with the appropriate bodies and publishing the minutes of Board meetings, in accordance with the applicable laws and regulations;
- f) to organize the integration and training of new Board Members;
- g) to submit to the Board recommendations made by the Committees or Commissions and by the Audit Committee;
- h) to interact with relevant areas to draft the Annual Calendar, which will be proposed by the Chairperson for the Board' approval. Said calendar must be published according to the applicable instructions issued by the Brazilian Securities and Exchange Commission, Comissão de Valores Mobiliários ("CVM").

Any requests with regard to the contents of the agenda or convening of ordinary or extraordinary Board meetings, on the part of the Board Members or the Executive Officers, shall be forwarded in writing to the Corporate Secretariat, who will submit the proposal to the Chairperson of the Board and communicate his decision to the Board Members and Executive Officers, as applicable.

VIII.2 ADVISORY COMMITTEES AND COMMISSIONS AND AUDIT COMMITTEE

The Board shall establish Advisory Committees and Commissions, to advise its decision-making, whose advices and recommendations are not binding on the votes of the Board Members. The duties and working rules of said Committees and Commissions are established in its Internal Regulation, approved by the Board of Directors.

VIII.3 AUDIT COMMITTEE

In addition to the Advisory Committees and Commissions, CPFL Energia's Board of Directors can also establish an Audit Committee which shall be responsible for monitoring the effectiveness of the Company's internal controls and the quality of the Financial Statements.

Like the other committees, the Audit Committee's function is to advise the BoD and not deliberative.

IX. REMUNERATION OF THE BOARD MEMBERS

The global compensation of the Members of the Management, including the Board of Directors Members, shall be fixed annually by the Annual Shareholders' Meeting, pursuant to the Corporations Law.

Board Members, except for the Independent ones, may resign on their remuneration, in which case such resignation will be duly filed in the Company's headquarters and, as applicable, registered in the Investiture Document.

Board Members shall not receive additional remuneration for their participation in Committees and/or Commissions, as mentioned on the Corporate Governance Guidelines.

X. BOARD OF DIRECTORS' ASSESSMENT



CPFL Energia has an annual self-assessment process for Board Members, which is disclosed in the Company's reference form containing information on the scope, procedures and methods adopted in the assessment.

In the last month of each fiscal year, the Chairperson of the Board, with the assistance of the Corporate Secretariat, shall submit a self-assessment questionnaire to be filled out individually by the Board Members. The results of such evaluation shall be analyzed by the Corporate Secretariat and disclosed to all Board Members.

Considering this analysis, an action plan may be established for the next year, based on the evaluation, pointing out the improvements to be taken.

XI. GENERAL INFORMATION

Any omissions or interpretation uncertainties about this Internal Regulation and possible amendments thereto will be dealt with and decided on at a Board Meeting, in compliance with the Company's Bylaws and the applicable laws and regulations.

This Internal Regulation will become effective from the date herein below.

Campinas, December 16th, 2021.