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**ABEEÓLICA - ASSOCIAÇÃO BRASILEIRA DE ENERGIA EÓLICA  
E NOVAS TECNOLOGIAS**

**RESTATED BYLAWS  
Extraordinary General Meeting held on March 1, 2023**

**CHAPTER I – CORPORATE NAME, HEADQUARTERS, OBJECT AND Term**

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**Article 1** - The Associação Brasileira de Energia Eólica e Novas Tecnologias (ABEEólica) (Brazilian Association of Wind Energy and New Technologies) is a non-profit legal entity governed by private law, operating nationwide and governed by these Bylaws, its Internal Regulations, and the legal provisions applicable to it.

**Article 2** - The Association is headquartered in the City of São Paulo, State of São Paulo, according to a resolution of the Board of Directors. The Association may open representation offices anywhere in the national territory or abroad.

**Sole paragraph** - The change of the State or Municipality of the Association shall be the subject of a resolution of the General Meeting.

**Article 3** - The purpose of the Association is to bring together the interests of companies established in the country or abroad dedicated to the development of the onshore and offshore wind energy industry and the development of technologies that enable the interaction and integration of wind power with new technologies and other renewable energy sources in order to fulfill its Mission and Vision.

**First Paragraph** – ABEEólica's Mission is to ensure that wind power and the associated new technologies are the most value-adding option for society in transitioning to a sustainable, low-carbon economy.

**Second paragraph** – ABEEólica's Vision is to be recognized as an institution that moves Brazil and the world towards a socially fair, sustainable and low-carbon economy.

**Third Paragraph** – In order to fulfill its Mission and make its Vision a reality, ABEEólica shall develop, without limitation, the following activities:

- a) Make the Brazilian wind industry recognized nationally and internationally as the best investment in promoting a zero-carbon world;
- b) Engage decision-makers in the development of public policies for the development of the wind industry and associated new technologies;
- c) Promote the acceleration of the joint growth of the onshore and offshore wind source and other associated technologies;
- d) Engage communities and interest groups to promote the development of the source, preserving the social and environmental interests of the regions;
- e) Develop instruments to facilitate the financing of wind projects and associated technologies;
- f) Enter into cooperation agreements for wind energy and associated technologies programs;

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- g) Carry out events and permanent debate forums to bring its members closer together;
  - h) Cooperate with associations and institutions to promote the development of energy markets for the benefit of all people;
  - i) Publish, sponsor or contract the publication of works on technical and economic matters of interest to the industry;
  - j) Collect, process and make available quality information about the wind industry and associated technologies to all stakeholders;
  - k) Develop self-regulation and certification programs for its associates;
  - l) Represent the Associates in court and out of court, related to the purposes of the Association;
  - m) Carry out all activities that contribute to the achievement of the purposes of the Association.

**Fourth Paragraph** – The Association shall not be involved in any manifestation of a religious, racial, ideological or partisan political nature.

**Article 4** - The Association shall exist for an indefinite term.

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## CHAPTER II - Equity

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**Article 5** - The Corporate assets and sources of funds for the maintenance of the Association shall consist of and result from:

- a) Governmental Subsidies;
- b) Membership donations and contributions;
- c) Contributions from class entities;
- d) Real and personal estate properties that the Association owns or comes to own;
- e) Own income from properties that the Association owns;
- f) Income from financial investments;
- g) Legacies, donations and any other unforeseen values, as long as permitted by law;
- h) Promotion and organization of events, receiving sponsorships, holding courses and selling goods and services, as long as they are related to the corporate purpose;
- i) Production and sale of technical or institutional books related to the wind industry in Brazil or abroad.

**Sole Paragraph** – The Association's assets do not commingle with the assets of its associates, who are not jointly or severally liable for the obligations undertaken by the Association.

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## CHAPTER III – ASSOCIATES

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**Article 6** - Those whose activity is consistent with the purposes of the Association may join the Association under Chapter I, art. 3, and other provisions of these Bylaws.

**First Paragraph** – Each Associate may appoint up to 02 (two) representatives for the specific purpose of exercising the rights under these Bylaws on their behalf.

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**Second Paragraph** – Notwithstanding the representatives established under the previous paragraph, Associates are assured the right to be represented at General Meetings through a proxy granted with an express specific purpose to their employees or agents, or even to another associate's representative.

**Third Paragraph** – The Associate's representative who fails to comply with the guidelines established by these Bylaws shall be replaced by another representative as soon as the Board of Executive Officers requests.

**Article 7** - The Association shall have an unlimited number of associates, divided into the following categories according to segments of activity within the productive and value chain of the wind energy, renewables and new technologies industry:

**Qualified Associate** – The following parties in the segments described below are Qualified Associates:

- a) Wind turbine manufacturers;
- b) Companies that hold a direct or indirect interest, even if minority, in companies that own wind farms, hybrid plants or hydrogen plants in operation or under development;
- c) Investment funds and investment management companies focused on the energy industry;

**Senior Associate** - The following parties in the segments described below are Senior Associates:

- a) Manufacturers of principal components for large wind turbines such as Blades, Hubs, Nacelles, Transformers, Step-up gearbox and Towers;
- b) Engineering companies dedicated to the provision of civil construction and/or electrical services, including electromechanical assembly, for the implementation of onshore and offshore wind projects;
- c) Onshore and offshore logistics and assembly companies of offshore wind turbines;
- d) Energy trading companies; and
- e) Investment funds and investment management companies without equity interest in wind industry ventures.

**Full Associate** – a) This category includes the other companies in the productive chain of the wind industry, in the *onshore*, *offshore*, hydrogen, battery storage and/or new technologies segments, which shall be eligible for membership after their analysis and approval, according to the Second Paragraph of this article, provided that they are not also eligible for a higher category, which shall be preferably applied; b) **Technological Base and Innovation**: Emerging or recent business or corporate organizations, whose performance is characterized by innovation applied to the business model or products or services offered, under the terms of Complementary Law No. 182, of June 1, 2021, shall be considered **FULL ASSOCIATE**;

**Junior Associate** - The following parties are deemed Junior Associates:

- a) research institutes, universities, study centers that have an interest and/or activity associated with the wind industry;
- b) manufacturers of mini and micro generators, as defined in ANEEL Resolution No. 482/12; and
- c) Confederations and State Federations of Industries.

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**SPE Associate** - Subsidiaries and wholly-owned subsidiaries linked to the respective parent companies of the Qualified category may be admitted as associates, subject to the provisions of the Fourth Paragraph of this Article and Art. 8, Third Paragraph, of these Bylaws.

**First Paragraph** – Each Qualified Associate shall be entitled to 10 (ten) votes; each Senior Associate shall be entitled to 05 (five) votes; each Full Associate shall be entitled to 03 (three) votes; and each Junior Associate shall be entitled to 02 (two) votes in the resolutions taken at General Meetings.

**Second Paragraph** – The Board of Executive Officers shall assess the suitability for admitting new associates into one of the categories provided herein. In case of controversy, the Associate's approval shall be submitted to the Board of Directors or a Committee designated by it.

**Third Paragraph** – The Board of Directors, or the Committee designated by it, shall reclassify the associate whenever their profile changes, as provided hereunder. Members may request their classification in a higher category, provided that they assume the costs of said new category, and that the reclassification is approved by the Board of Directors, or Committee in charge.

**Fourth Paragraph** – The membership of an associate in the SPE Category is linked to the participation of this associate in filing Judicial and/or Administrative Actions provided for in Article 3, "I" of these Bylaws. The membership implies the payment membership fee corresponding to the monthly fee due for the Junior category. The membership fee shall be due only once, as long as the respective Controlling Associate remains in the Association, and the SPE Associate shall be exempt from paying the monthly fee as long as the respective parent company remains associated with ABEEólica.

**Fifth Paragraph** – If the SPE Associate has its shareholding control transferred, under whatever title, the SPE Associate and its Parent Company shall inform the Association about the change and transfer to the new Parent Company, provided that it is a Qualified Associate, the membership title referred to in the previous paragraph.

**Article 8** - Associates have the following rights:

- a) Attend General Meetings, discuss and vote on matters that are submitted for examination;
- b) Appoint their representatives to run for election to the Board of Directors, according to these Bylaws and the Internal Regulations;
- c) Propose, to the Board of Executive Officers or directly to the Board of Directors, through their accredited representatives, any matter they deem proper to the examination of the General Meeting. The Board of Directors shall be liable for deciding to include the matter on the agenda, and it shall be informed through the Board of Executive Officers;
- d) Receive the Association's publications;
- e) Make use of the Association's operational infrastructure to carry out their activities.

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**First Paragraph** - Associates are entitled to terminate their membership upon request duly filed with the Board of Executive Officers, and any default status shall be registered at the time of termination.

**Second Paragraph** - The right to vote at General Meetings can only be exercised by Associates in good standing concerning the payment of contributions and fees due to the Association.

**Third Paragraph** –"SPE" Associates shall not be entitled to vote at General Meetings or appoint representatives for the Management bodies. SPE Associates shall always be considered together with their respective parent companies that are Associates under article 29, "caput", of these Bylaws. Their participation is ensured under Article 3, clause "I".

**Article 9** - The Associates' fees, as well as their registration fees, shall be established annually by the General Meeting.

**Sole Paragraph** - The Board of Executive Officers shall submit the proposed fees and other membership fees for the following year for the Board of Directors' approval, according to the budget assumptions and presentation to the General Meeting.

**Article 10** – The Associates' duties are as follows:

- a) Comply with and respect the Bylaws and the decisions of the General Meetings, the Management Bodies of ABEEólica, and its Internal Regulations;
- b) Pay the application fee when submitting their application for admission as an Associate;
- c) Timely pay the fees established by the General Meeting;
- d) Ensure that their Representatives diligently and properly exercise the functions inherent to the positions for which they are elected;
- e) Provide the Association with all the information that may contribute to the achievement of its purposes;
- f) Do not omit their status as an associate when this fact contributes to fulfill the purposes of the Association; and
- g) Make all efforts to achieve all purposes of the Association.

**Article 11** – Any failure to comply with any of the duties and obligations outlined in these Bylaws shall be deemed a reason for the application of the following penalties to Associates of any category:

- a) Warning;
- b) Suspension;
- c) Exclusion.

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**First Paragraph** - The Associate shall be warned if they do not fulfill, by themselves and/or their representatives, the duties outlined in these Bylaws or perform activities that are contrary to the purposes of the Association, without prejudice to the application of other penalties hereunder, where applicable.

**Second Paragraph** – Without prejudice to the application of other penalties, as applicable, after resolution by the Board of Directors, the penalty of suspension shall be applied to Associates in the following cases:

- i) Failure to pay the membership fees and/or other amounts due to the Association for a period exceeding 90 (ninety) days;
- ii) Recurring performance of activities contrary to the purpose of the Association, after being warned about it;
- iii) Failure to comply with the Association's request for the practice of any act for which they are responsible, according to the Bylaws, after being warned about it.

**Third Paragraph** – The Exclusion penalty may be applied in cases where, at the discretion of the Board of Directors, the Associate is involved in practices that are incompatible with the activities of the Association and may harm the Association's image and reputation, or in case of Associate's default for a period exceeding 120 (one hundred and twenty) days.

**Fourth paragraph** - The Board of Directors shall apply the warning and suspension penalties after prior notice sent by the Board of Executive Officers to the Associate requiring a solution of the issue subject to penalties. The Associate shall be granted 10 (ten) days to submit its answer.

**Fifth paragraph** - Once the right of defense is ensured, the Board of Directors, through a reasoned decision of its Chairman, may deliberate on excluding an associate, regardless of their category. The punished Associate may appeal to the General Meeting within 05 (five) business days after becoming aware of the decision. The General Meeting shall decide on an Associate's appeal by the vote of the majority of those present at the Meeting.

**Sixth paragraph** – Once the cause of exclusion has ceased, the excluded associate may apply for readmission into the Association by submitting their prior justification.

**Seventh Paragraph** - The readmission of an associate voluntarily withdrawn or excluded from the Association under the Third Paragraph of this Article shall be conditional on the approval of the Board of Directors and the settlement of contributions and fees due until the withdrawal or exclusion of their membership.

**Eighth Paragraph** – Associates' practices incompatible with the activities of the Association shall be investigated by the Ethics Committee established by the Board of Directors especially for this purpose. Said Ethics Committee shall be composed of 05 (five) associates. If required, specialist professionals can join the Committee to work under its coordination, subject to the Board of Directors' previous authorization concerning their admission and the compliance of said admission with the Internal Regulations.

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## CHAPTER IV – General Meetings

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**Article 12** - The General Meeting is the highest deliberative body of the Association, comprised of its associates who thoroughly enjoy their social and civil rights.

**Article 13** – The General Meeting shall meet annually in April, on an ordinary basis, to validate and approve the accounts and financial statements for the year just ended, elect the Members of the Board of Directors at the end of each term of office, and, extraordinarily, whenever so required by the corporate interests.

**Article 14** – The General Meeting is also liable for the following:

- a) Elect and dismiss the members of the Board of Directors, subject to the provisions of the Bylaws;
- b) Amend the Bylaws;
- c) Establish the guidelines of the Association, aimed at the fulfillment of its corporate purposes;
- d) Decide on the dissolution of the Association and the allocation of the corporate assets in case of termination of its activities;
- e) Decide on matters of general interest to the Association and those matters submitted to it by the Management Bodies;
- f) Decide appeals on the exclusion of associates; and
- g) Approve the Budget for the following year by December of each year.

**Article 15** - The General Meeting shall be called by the Chairman of the Board of Directors, by letter, sent by electronic means, fax or mail, addressed to the representatives appointed by the Associate, at least 10 (ten) days in advance, accompanied by the Notice of Meeting indicating the date, time and place of the meeting, in addition to the agenda. The meeting may be held in person or virtually, as provided in the respective Notice of Meeting.

**First Paragraph** - The Meeting may be called at the request of Associates representing at least 15% of the total number of Associates in good standing concerning their corporate obligations.

**Second Paragraph** – The Associates' request for a meeting, according to the paragraph above, shall be forwarded to the Chairman of the Board of Directors, who shall call the meeting within no later than 07 (seven) business days. If the Chairman of the Board of Directors does not do so, the representative of the requesting group may call the meeting as provided for in the caput of this article by sending a call notice by letter, electronic means, fax or mail to all Associates.

**Article 16** - The General Meeting shall start on first call, with at least 50% (fifty percent) of the Associates who are up to date with their corporate obligations, and, on a second call, with any number of Associates. The matters shall be resolved at the meeting by the majority of votes of those present, as provided in the book or list of attendance.

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**First Paragraph** - The Chairman of the Board of Directors shall preside the meeting and, in his absence, by one of the members of the Board of Directors or a member of the Board of Executive Officers, if so requested by a Board member present at the meeting. The Chairman shall designate a Secretary, chosen from among the members present at the meeting or a third party appointed by the Chairman, with the agreement of those present at the meeting.

**Second Paragraph** – The decisions of the General Meetings shall be limited to the matters included in the Call Notice.

**Third paragraph** – The General Meeting may start at any time, without prior notice, if 100% of the associates are present at the meeting. However, Associates who are in default shall not be entitled to vote.

**Article 17** - The resolutions at the Meetings shall be passed by simple majority of votes. Each associate shall be entitled to the votes assigned to them by these Bylaws, according to Article 7, Paragraph 1.

**Sole paragraph** – The Meetings may be held in person, virtually or in a hybrid form, with voting taking place through ballots, declaration of votes or electronic voting systems, as adopted in each event, subject to the Regulations in the case of elections for each new management of the Board of Directors.

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#### CHAPTER V – Management Bodies and Common Provisions concerning its Members

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**Article 18** - ABEEólica Management Bodies are:

- The Board of Directors;
- The Board of Executive Officers;

**Article 19** - The members of the Board of Directors shall not be compensated. The Board of Executive Officers shall be composed of contracted and compensated professionals. The Association may contract administrative assistants and technical advisors for specific matters.

**Article 20** – The resolutions of the Management Bodies shall be taken by majority vote of those present at the meetings, which shall be presided over by the respective Chairman.

**First Paragraph** – In the event of a tie in the Board of Directors' resolutions, the Chairman shall have the tie-breaking vote.

**Second Paragraph** – The Call Notices for meetings of the Management Bodies may be forwarded by electronic means, fax or mail, addressed to the Associate, subject to the deadlines outlined in these Bylaws.

**Article 21** - The minutes of the meetings of the Management Bodies shall be drawn up in the relevant Book and signed by those present at the meeting.



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**First Paragraph** – The minutes of the meetings of the Management Bodies, as well as those of the General Meetings, may be filed at the Association's headquarters on a loose-leaf basis, being opportunely bound, when the number of pages so justify, subject to their filing with the Civil Registry of Legal Entities, as applicable.

**Second Paragraph** - Electronic signatures in corporate documents shall be admitted through the employment of digital certificates or other electronic signature technologies under the applicable law.

**Article 22** – The members of the Board of Directors shall always be representatives of the Associates. Their withdrawal from the company for any reason shall be immediately reported to the Board of Executive Officers, which shall take the necessary measures for their replacement according to these Bylaws.

**First Paragraph** – The members of the Board of Directors shall necessarily be representatives of different associates.

**Second Paragraph** – The members of the Board of Directors elected during an elective term of office due to replacement as a result of vacant positions shall serve the remainder of the term of office of those replaced until their elected substitutes take office in the subsequent management.

**Third Paragraph** - The members of the Board of Directors elected by the Annual General Meeting at each new term shall take office on the last day of April of the year of their election.

**Fourth paragraph** - In case of permanent vacancy of a Board member position resulting from their withdrawal from the Associate company, the subsequent Candidate in the list of the most voted in the Election held by the General Meeting shall be called to fill the vacancy. The procedure shall be repeated successively if there is no acceptance, and the represented category shall be maintained in the vacant position.

**Fifth paragraph** – The full performance of the member of the Association's Management Bodies is subject to the Associate's good standing to which the member is linked.

**Article 23** - The members of the Board of Directors and the Board of Executive Officers shall not be personally responsible for the obligations they contract on behalf of the Association due to a regular management act, under the applicable law and these Bylaws.

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## CHAPTER VI – Board of Directors

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**Article 24** – The Board of Directors shall comprise 19 (nineteen) members elected by the General Meeting for a 02-year term.

**Sole paragraph** – The Chairman of the Board shall be elected among one of its members by the Directors at the first meeting of the Board held after the Board of Directors' election meeting at each management term.

**Article 25** – The Board of Directors is responsible for the following:

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- a) Establish the Association's ways of acting before society, government entities, associates, and members of the wind energy market in the country, aiming at the implementation of the guidelines established by the General Meeting, the Board of Directors and the Bylaws;
  - b) Define the Association's strategy so that ABEEólica stands out, fulfills its mission and enables its vision of the future;
  - c) Define ABEEólica's policies, plans, goals and guidelines, as well as its organization and administration;
  - d) Comply with and strictly enforce the Bylaws, the regulatory and regimental provisions passed by the General Meetings and other Administrative Bodies of the Association, as well as their decisions;
  - e) Define ABEEólica's policies, plans, goals, strategies and guidelines, as well as its organization and administration;
  - f) Issue statements on matters of interest to the wind energy industry and market in the country and abroad;
  - g) Examine, vote and present the proposed amendments to the Bylaws to the General Meeting;
  - h) Resolve on the annual budget of the Association, for its submission to the General Meeting, and approve the necessary changes for its execution;
  - i) Evaluate the results of the half-yearly audits on the Association's Accounts and the Management of the Board of Executive Officers;
  - j) Discuss and resolve on suggestions presented by the Board of Executive Officers or Associates;
  - k) Approve and amend the Internal Regulations of the Association's bodies and services, and the Election Regulations.
  - l) Decide on the opening of offices and agencies, in Brazil and abroad;
  - m) Propose to the General Meeting's approval the contributions and fees to be paid by Associates based on the proposal presented by the Board of Executive Officers;
  - n) Impose penalties on any Associate, subject to the provisions of these Bylaws;
  - o) Decide on the exclusion or admission of new Associates, subject to the provisions of these Bylaws;
  - p) Resolve and approve the hiring and dismissal of professionals to join the Board of Executive Officers;
  - q) Resolve on the removal of the Chairman of the Board of Directors;
  - r) Appoint experts to evaluate assets to integrate the Association's equity;
  - s) Organize and approve the constitution of Committees to evaluate the admission and reclassification of Associates;
  - t) Authorize the Association to acquire or sell their real estate properties;
  - u) Approve the filing of specific Administrative and/or Judicial Actions, of individual or collective interest, under article 3, "l", of these Bylaws.

**First paragraph:** The approval of the matters referred to in clauses "p", "q" and "u" above shall depend on the affirmative vote of 12 (twelve) members of the Board of Directors, in a meeting called for this purpose.

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**Second paragraph:** The resolutions of the Board of Directors can only be decided with the presence of at least 08 (eight) members, who shall resolve the matters by a simple majority of votes.

**Third paragraph:** The dismissal of the Chairman of the Board may be requested to the Board, upon presentation of justifications signed by at least 05 (five) members of the Board of Directors. The Chairman shall be granted ten (10) business days to file their defense, and the matter shall be resolved in a subsequent meeting of the body, or otherwise in a meeting specially called for that purpose.

**Article 26** – The Chairman of the Board of Directors shall:

- a) Call the meetings of the Board of Directors and General Meetings;
- b) Start and preside over the meetings of the Board of Directors and General Meetings;
- c) Provide specific duties or functions that may be necessary to the Directors;
- d) Propose to the Board of Directors the establishment of Committees to review specific matters;
- e) Decide on impasses in the Board of Directors' resolutions in the event of a tie in the votes;
- f) Approve operational standards, such as those related to expense reports and job and salary policy, proposed by the Board of Executive Officers;
- g) Approve the monthly, half-yearly and annual Management Reports, proposing measures for the Association's best performance;
- h) Create a Committee for Contracted Personnel's Compensation to establish a job and salary plan and a compensation plan for contracted officers;
- i) Institutionally represent the Association;

**Article 27** – The other Directors are responsible for the following:

- a) Replace the Chairman of the Board of Directors, during their temporary impediments or absences, as ordered;
- b) Collaborate with the Chairman of the Board of Directors concerning their requests, performing the actions assigned by the Chairman;
- c) Institutionally represent the Association in the country or abroad, as requested by the Chairman of the Board of Directors;
- d) Organize and attend meetings of the Board of Directors and General Meetings;
- e) Propose matters for resolution at the meetings of the Board of Directors;
- f) Dynamically contribute to the development of the actions proposed by the Association and on which the decisions to be taken by the Board of Directors depend, contributing to the proper functioning of this administrative body.

**Article 28** – The members of the Board of Directors shall be elected for a 2-year term of office, subject to the other provisions under these Bylaws. Those elected members shall be sworn in by signing the term of office certificate. They shall perform their functions, rights and duties until the investiture of their successors.

**First Paragraph** – The reelection of members of the Board of Directors shall be permitted. The Chairman of the Board of Directors may serve up to two consecutive terms of office.

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Partial nominations shall not be considered for reappointment purposes and reappointments for more than three terms shall only be allowed if there are no board members for the office of Chairman of the Board of Directors.

**Second Paragraph** - The members of the Board of Directors may be dismissed at any time by decision of the General Meeting, as provided for in these Bylaws.

**Third Paragraph** – The Chairman of the Board of Directors, upon their absence and temporary impediment, shall be replaced by one of the Directors appointed by the Chairman, and if the Chairman does not appoint a substitute, a member of the Board chosen among the Board Members present at the meeting. In case of a definitive vacancy of the Chairman, the Chairman of the Board shall be appointed by resolution of the Board of Directors to fulfill the remainder term of office in a meeting held no later than 15 (fifteen) days after the position vacancy.

**Fourth paragraph** - In case of a permanent vacancy of a Board member position during an elective term of office, the Member represented by the substituted Board Member shall be responsible for appointing a substitute.

**Fifth Paragraph** – The replacement appointments provided for in the Fifth Paragraph above shall be submitted to approval by the Board at the meeting after the appointment. Once the appointment is approved, the substitute may immediately attend the Board's meetings, exercising all the duties inherent in the position. The first subsequent General Meeting shall confirm said appointment, and the matter shall be included on the agenda provided in the call notice.

**Sixth Paragraph**– The role of Chairman of the Board shall not be exercised by the deputy Director who is exercising this position, in case of permanent vacancy. In the event of a vacancy in the position of Chairman of the Board, after the appointment of a deputy director for the vacancy left open, the Board shall carry out an election for the office of Chairman of the Board in a meeting to be called specifically for this purpose.

**Seventh Paragraph** – The Director(s) who assume(s) their positions in substitution, according to paragraph 5 of this article, shall serve the remaining term of office of the replaced member(s).

**Article 29** – The composition of the Board of Directors shall represent the various categories of Members provided for in the Bylaws, with 11 (eleven) positions for representing companies that develop and invest in wind farms, 03 (three) positions for companies that manufacture wind turbines and 05 (five) positions for other companies that supply the wind industry production chain and new technologies.

**First Paragraph** – The Associates who are up to date with their corporate obligations may indicate a candidate representing their company and run for election at the General Meeting for the positions available for the Board of Directors in each management term, subject to the company's classification as a developer/investor, manufacturer or other suppliers of the productive chain of the wind industry.

**Second Paragraph** – The submission of candidates shall be sent to the Board of Executive Officers, in writing, within the term defined in the Elections regulation issued by the Board of Directors, but within no less than 30 (thirty) days.

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Once the nominations have been received, the Board of Executive Officers shall publish the list of candidates for Associates' awareness.

**Third Paragraph** – The election of the members of the Board of Directors in the Meeting shall be carried out by majority of votes of those present at the meeting, subject to the votes of each member, according to the First Paragraph of Article 7 of these Bylaws.

**Fourth paragraph** – In the event of a tie, tie-breaking rounds shall be held, and only the tied candidates shall compete.

**Article 30** - The Board of Directors shall hold regular presence-based or online monthly ordinary meetings. The Board of Directors shall hold extraordinary meetings whenever the Association's interests so require, upon written call notice from its Chairman, containing the agenda, to be sent to the other members of the Board at least 8 (eight) days in advance, except in the case of matters of exceptional urgency duly justified, when the call notice may be given by other means of communication and not comply with the advance time mentioned above.

**First Paragraph** – Regardless of the call notice, the meeting attended by all full members of the Board of Directors shall be considered a meeting held regularly.

**Second paragraph** – The Board of Directors may only resolve the matters with the attendance of, at least, 08 (eight) of its members.

**Third Paragraph** - Each member of the Board shall be entitled to 1 (one) vote in the Board's meetings. The attendance at regular meetings is mandatory for active members.

**Fourth paragraph** – In case a Director is unable to attend an Ordinary meeting of the Body, the Absent director may:

- a) Indicate an alternate to attend the meeting, noting that the alternate must belong to the same company represented on the Board; or
- b) Appoint one of the other members of the Board as proxy to act on their behalf at the meeting they do not attend.

**Fifth Paragraph** – In case of appointments provided for in the previous paragraph, the substitute shall exercise the same powers and voting rights as the represented Board Member.

**Sixth Paragraph** - Each Director may not participate, or indicate the participation of their substitute or proxy according to the previous paragraph, in up to 03 (three) meetings each year. Any failure to comply with this condition, without justification of a force majeure event, shall automatically imply the loss of the respective term of office, and their replacement by the most voted candidate for the Board who has not yet been sworn in.

**Seventh Paragraph** – The appointment of the Alternate referred to in clause “a” of the 4th Paragraph above, shall be made by each of the Directors at the first meeting after their election. Said appointment shall remain unchanged throughout the term of office, except in case the director leaves the company or in case of a force majeure event.

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**Article 31** – A Director who leaves the Associated company shall lose his position on the Board of Directors.

**Sole Paragraph** – In the event described in the caput of this article, the position of member of the Board of Directors shall be filled under paragraph 5 of article 28 of these Bylaws.

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## CHAPTER VII – Board of Executive Officers

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**Article 32** – The Board of Executive Officers shall consist of professionals contracted and compensated under the respective contractual terms, subject to the budget passed by the General Meeting, with 01 (one) Executive President and 01 (one) Technical Director.

**First Paragraph** – The Hiring of officers to compose the Board of Executive Officers, once approved by the Board of Directors and subject to the annual budget forecasts passed by the General Meeting, may be implemented immediately, without the need for specific approval by the Meeting, as provided for in Article 37, Sole Paragraph, Clause “c”.

**Second Paragraph** - Contractual contracting or termination documents relating to the members of the Board of Executive Officers shall be executed by the Chairman of the Board of Directors or a member appointed at a Board’s meeting.

**Article 33** - The Executive President shall represent the Association as Claimant or Respondent. In case of the Executive President’s temporary impediment, the Technical Director shall represent the Association, subject to the provisions of these Bylaws.

**Sole paragraph** – The members of the Board of Directors may represent the Association, provided that it is determined by the Chairman of the Board, a resolution of the same Body for specific acts for which they are so requested, or a power of attorney granted on behalf of the Association.

**Article 34** – The Board of Executive Officers of the Association is responsible for the following:

- a) Administer and direct the activities of the Association, under the policies, plans, goals, strategies and guidelines determined by the General Meeting and the Board of Directors;
- b) Comply with and strictly enforce the Bylaws, the regulatory and regimental provisions approved by the General Meetings and Management Bodies of the Association, as well as the decisions issued by them;
- c) Propose to the Board of Directors the contributions and fees to be paid by members, subject to approval by the General Meeting;
- d) Prepare and submit monthly to the Chairman of the Board of Directors the performance report with balance sheet of the revenues and expenses and cash flow statement;
- e) Prepare and present annually to the Board of Directors and the Annual General Meeting, the Management’s report and accounts, duly audited by Independent Auditors;

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- f) Have half-yearly audits be carried out by an external auditing company, presenting the management's reports and accounts for each half-year period for examination and evaluation by the Board of Directors and the General Meeting that decides on the Budget for the following year.
  - g) Carry out the rotation in hiring external audit companies every period of up to 04 (four) years;
  - h) Apply penalties officially to any associate, provided that said penalties are authorized by the Board of Directors and comply with the provisions of these Bylaws;
  - i) Hire and dismiss employees, consultants and advisors, establishing work and compensation rules, in compliance with the provisions of these Bylaws and applicable legal provisions;
  - j) Organize Working Groups for the development of specific actions or studies of interest to the Association and the Wind Energy Industry;
  - k) Represent the Association, as Claimant or Respondent, in their relations with third parties;
  - l) Institutionally represent the Association, in addition to the Chairman of the Board of Directors;
  - m) Supervise the implementation of programs and plans to be developed by the Association.

**Article 35** – The Executive President is responsible for the following:

- a) Plan, organize, direct, coordinate and control the technical and administrative activities of the Association;
- b) Prepare and submit to the Board of Directors, annually, by January 31, the Association's activities report and balance sheet;
- c) Prepare and submit to the Board of Directors, annually, by September 30, proposals for goals, an action plan and the Association's financial budget for the following year;
- d) Carry out and control the execution of the Association's financial budget;
- e) Carry out, authorize and supervise the financial investments of the Association;
- f) Carry out the other activities determined by the Bylaws and Internal Regulations and those assigned by the Board of Directors;
- g) Act under the guidelines and guidelines of the Board of Directors;
- h) Giving lectures, granting interviews, and other activities related to the institutional representation of ABEEólica, always observing the strategic orientation of the Board of Directors;
- i) Represent the Association, in court and out of court, subject to the terms hereof;
- j) Integrate the Contracted Personnel Compensation Committee;
- k) Contract and terminate employees and service providers. The contracting of advisors and consultants shall depend on the approval of the Board of Directors.

**Article 36** – The Technical Director is responsible for the following:

- a) Observe the strategic planning and carry out the annual plan of activities and the approved budget of the Association, as defined by the Board of Directors and approved by the General Meeting, and comply with its orders;

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- b) Take the appropriate measures regarding the collection, safekeeping and operation of the Association's values;
  - c) Organize the rendering of accounts for the year then ended, as well as the arrangements for the preparation and bookkeeping of the balance sheet and accounting books, for examination by the Board of Directors, and timely approval of the Ordinary General Meeting;
  - d) Represent the Association, subject to the provisions hereof;
  - e) Maintain the legal, accounting and tax files of the Association, and perform any related activities assigned to the Board of Directors;
  - f) Organize the events that the Association shall participate directly or indirectly, in the country or abroad.

**Article 37** - To be valid and effective, the administration and representation acts of the Association shall be subject to the following criteria:

I) The following acts shall require two signatures, either of the Executive President or the Technical Director, jointly, or any of them together with an attorney-in-fact with specific powers to do so:

- a) Contracts of whatever nature;
- b) The acquisition, disposal, leasing, rental or encumbrance of any personal or real estate property of the Association;
- c) Checks, money orders, withdrawals, bank transfers, promissory notes and any other credit instruments;
- d) The grant or cancellation of power of attorneys on behalf of the Association. Said power of attorneys shall contain the powers and the term of office, except for those power of attorneys for judicial purposes, the expiration of which shall be indefinite.

II) The Executive President, the Technical Director or an attorney-in-fact with specific powers to do so may sign individually for the Association:

- a) Before public bodies, departments and entities;
- b) Acts that do not imply financial responsibility for the Association;
- c) To represent the Association in judicial, administrative or arbitration proceedings, or to provide personal testimony, as a representative or witness.

**Sole Paragraph** - The assumption of pecuniary obligations by the Association, subject to the representation provisions hereunder, shall depend on the approval of its Management Bodies, as follows:

- a) Up to BRL 100,000.00 – by decision of the Board of Executive Officers, for acts of administrative management;
- b) From BRL 100,001.00 to BRL 1,000,000.00 – by decision of the Board of Directors; and
- c) Above BRL 1,000,000.01 – subject to approval by the General Meeting.



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## CHAPTER VIII – ADVISORY BOARD

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**Article 38** - The Advisory Board may be established by the Board of Directors whenever required. The Advisory Board shall comprise people extensively known for their expertise who can contribute significantly to the topics deemed critical by the Board of Directors to define and perform ABEEólica's strategy.

**First Paragraph** - The Advisory Board shall have unlimited members, depending on the strategy and needs identified by the Board of Directors.

**Second paragraph** – At the discretion of the Board of Directors, an Advisory Board member may be compensated and have targets associated with ABEEólica's strategic objectives.

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## CHAPTER IX – Budget, Fiscal Year, Balance Sheet, Income and Expenses

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**Article 39** - The financial and administrative life of the Association shall be guided by the budget to be drawn up, annually, by the Board of Executive Officers, submitted to the Board of Directors and approved by the General Meeting.

**Article 40** - The Association's income shall be as provided for in article 5 of the Bylaws. The expenses shall consist of the following:

- a) Lease of the premises required for the development of its activities;
- b) Disbursement with goods and services required for the development of their activities;
- c) Payment of wages and related charges; and
- d) Other expenses.

**Article 41** - The fiscal year shall be equal to the calendar year, thus ending on December 31 of each year.

**Article 42** - At the end of each fiscal year, the Board of Executive Officers shall draw up the General Balance Sheet and the usual Financial Statements which, together with the Board's Report and the activities carried out in the year just ended, shall be submitted to the examination of the General Meeting.

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## CHAPTER X – General

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**Article 43** – The Association may be winded up by decision of the Associates in an Extraordinary General Meeting specially called for this purpose. Said meeting can only be held upon the attendance of at least  $\frac{3}{4}$  (three quarters) of the members, and the resolution shall be passed by at least  $\frac{2}{3}$  (two thirds) of those present at said meeting.

**Article 44** The remainder of its net equity shall be allocated to a non-profit entity chosen by the General Meeting that decides on the winding-up of the Association, among 03 (three) entities suggested by the

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Board of Directors at the time, or as otherwise decided by the Meeting, provided that the destination of the net equity is not prohibited by law.

**Article 45** – The provisions of these Bylaws shall be complemented by the regulations that may be issued by the Board of Directors, which shall be considered an integral part of these Bylaws.

**Article 46** – A resolution of the Board of Directors may establish the Ethics Committee, which shall function under its Internal Regulation, as approved by the Board of Directors.

**Article 47** – The cases not provided for herein shall be resolved by the Board of Directors and, if required, forwarded for decision at the meeting.

São Paulo, March 1, 2023

(Signature) Fernando Elias

Chairman of the Board of Directors