



**Manual for the Shareholders General Meeting**



**CPFL Energias Renováveis S.A.  
Extraordinary General Meeting  
July 7<sup>th</sup>, 2020**



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## 1. Message from the Chairman of the Board of Directors

Dear Shareholder,

On behalf of the Board of Directors of CPFL Energias Renováveis S.A. (“CPFL Renováveis” or “Company”) and aligned with the corporate governance practices adopted by the Company, based on the principles of transparency, equity, accountability and corporate responsibility (compliance), I have the honor to invite you to attend the Extraordinary General Meeting of Shareholders (“GM” or “General Meeting”), to be held on July 7<sup>th</sup>, 2020, at 5 p.m.

According to the legislation and regulations in force, the Company will hold its GM in an exclusively digital way, aiming to meet the sanitary recommendations of the health authorities and preserve the health of the participants in the face of the COVID-19 pandemic.

In the expectation that this Manual for Participation will contribute to the goal of facilitating your participation and basing your decisions on transparent and objective information, we highlight the importance of your participation.

Sincerely,

**Bo Wen**

Chairman of the Board of Directors



## 2. Message from the CEO

Dear Shareholder,

This Manual for Participation has the goal to provide transparency to the Management Proposals submitted for the GM's deliberation.

Inside of it you can find information about the agenda, the communication channels with the Company and the way in which Shareholders can participate digitally, as well as representation rules, in case the Shareholders cannot participate in the GM. We remind you that an attorney-in-fact can be nominated to represent you and vote in your behalf on the GM, in case you cannot be present, according to the orientations herein.

We thank you for the trust shown towards CPFL Renováveis' Management and we reaffirm our commitment to the values of transparency, ethics and compliance in the conduction of our businesses.

Sincerely,

**Futao Huang**  
CEO



### 3. Guidelines for Participation in the General Meeting

Shareholders may participate in the GM, which will be held exclusively digitally, pursuant to CVM Instruction No. 622 of April 17, 2020 (“CVM Instruction No. 622/20”) through an electronic platform Microsoft Teams (“Digital Platform”) in person or through an Attorney, as detailed below.

#### 3.1. Shareholder in Attendance through the Digital Platform:

Shareholders wishing to participate in the GM through the Digital Platform must send a registration request to the Company to the electronic address ([ri@cpflrenovaveis.com.br](mailto:ri@cpflrenovaveis.com.br)) 48 hours in advance (until 11 am on July 5<sup>th</sup>, 2020, Brasília time). The email must be accompanied by simple copies of the following documents:

(i) individual: ID card with picture. Examples: RG, RNE, CNH or officially recognized professional class cards;

(ii) legal entity: ID card with picture of the legal representative(s) of the shareholder, simple copy of the latest consolidated Bylaws or Articles of Association and corporate documents granting powers of representation (minutes of the election of officers and/or power of attorney);

(iii) shareholder incorporated as an Investment Fund: ID card with picture of the legal representative(s) of the administrator of the Investment Fund (or manager, as the case may be), simple copy of the latest consolidated regulation of the fund and of the Bylaws or Articles of Association of its administrator, in addition to the corporate documents granting powers of representation (minutes of the election of officers and/or power of attorney)

(iv) in addition to the identification and representation documents, the Company also requests the receipt issued by the depositary financial institution or custodian agent, certifying the shares ownership, at least 3 (three) days before the GM.

The shareholders who made the request according to the guidelines above will receive instructions for access to the electronic platform and participation in the GM by 3:00 p.m. on June 29<sup>th</sup>, 2020. The shareholders who requested the registration correctly and do not receive an e-mail with access and instructions may contact the Investor Relations Department of the Company by e-mail above or by phone (+55 19 3756 6082 / 3756-6083).

In addition, we recommend that shareholders connect to the electronic platform on the GM day in advance of 45 (forty-five) minutes to 1 (one) hour to acclimatize themselves to the platform and verify its correct function. If access to the platform is not allowed during this period, we request that you contact us by e-mail or phone above to report the issue.

The duly registered shareholder who participates through the Digital Platform to be disclosed will be considered present at the GM (being able to exercise their respective voting



rights) and sign the respective minutes, pursuant to art. 21-V, III and sole paragraph of CVM Instruction No. 481/09.

Participation in GM through the Digital Platform will be restricted to shareholders who submit a request accompanied by the representation documents listed above. Shareholders who do not submit the request and the representation documents within the time and in the form required in this Management Proposal will not be able to participate in the GM through the Digital Platform.

Shareholders who request and obtain a password to participate in the GM must electronically accept, in order to have access to the Digital Platform, that undertake to: (i) use the individual invitations to access the Digital Platform only and exclusively for remote participation in the GM, (ii) do not transfer or disclose individual invitations to any third party (shareholder or not), being the invitation non-transferable; and (iii) not record or reproduce to any third party (shareholder or not) the content or any information transmitted by virtual means during the performance of the GM, being participating in the GM restricted to shareholders.

Finally, the Company will not be responsible for any operational or connection problems that the shareholders may face, as well as for any other issues outside the Company that may hinder or disable the shareholders in electronic participation in the GM.

### **3.2. Shareholder Represented by an Attorney in Fact:**

The shareholder that is unable to attend the General Meeting may be represented by an Attorney in Fact, whose powers of representation must have been assigned less than one (1) year before, pursuant to the provisions set forth in paragraph 1 of article 126 of Law No. 6.404/1976 ("Brazilian Corporation Law").

With the exclusive purpose of protecting the interests of its shareholders, and in order to facilitate their representation in the General Meeting, CPFL Renováveis provides, as a suggestion, at the end of this item, a Form of Power of Attorney granting powers to an Attorney in Fact appointed by the Company, who may represent the shareholders, at no cost and in strict compliance with the powers granted to such Attorney in Fact.

The powers of attorney, pursuant to paragraph 1 of article 126 of the Corporation Law, can only be granted to parties that meet, at least, one of the following requirements: (i) be a shareholder or officer of the Company, (ii) be an attorney or (iii) be a financial institution. In the case of shareholders that are legal entities, pursuant to the standing adopted by the Full Session of CVM, during a meeting held on November 4, 2014 (Case CVM RJ2014/3578), may be represented by their legal representatives or through duly appointed attorneys-in-fact, in accordance with their corporate documents and the rules of the Civil Code.



The representation documents described below shall be sent together with the shareholders' registration documents to the electronic address (ri@cpflrenovaveis.com.br) and with the e-mail address to which access to the electronic platform shall be granted and to which access instructions will be sent 48 (forty-eight) hours before the GM start time (ie, until 11 am on July 5<sup>th</sup>, 2020, Brasilia time).

The Company will exceptionally allow the granting of powers to be made through digitally signed electronic powers of attorney.

- **Representation Documents:**

- (i) Power of attorney with special powers to participate on the GM;
- (ii) Proof of ownership of the shares issued by CPFL Renováveis, granted by the depositary financial institution or custodian agent, at least 3 (three) days before the GM;
- (iii) Legal entity - Bylaws/Articles of Association and minutes of the election of those granting the Power of attorney; and
- (iv) ID card with picture of the Attorney in fact - Examples: RG, RNE, CNH or officially recognized professional class cards.

Due to the COVID-19 pandemic, the Company will exceptionally accept a simple copy of powers of attorney granted in Brazil without notarization and will dispense with formalities for powers of attorney granted abroad, maintaining, however, the need for translation into Portuguese by Sworn Translator.

- **Form of Power of Attorney**

<b>POWER OF ATTORNEY</b>
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<p>By means of this instrument of power of attorney, [SHAREHOLDER], [NATIONALITY], [MARITAL STATUS], [OCCUPATION], bearer of Identification card RG No. [•], enrolled in CPF/MF under No. [•], resident and domiciled in the city of [•], State of [•], at Rua [•], [NUMBER], [COMPLEMENT], [CEP] (“Grantor”), or [SHAREHOLDER], enrolled in CNPJ/MF under No., [•], with headquarters in the city of [•], State of [•], at Rua [•], [NUMBER], [COMPLEMENT], [CEP], herein represented by its legal representative (“Grantor”), hereby appoints and constitutes as its attorneys in fact Mrs. ANA CRISTINA FERNANDES BORELLI, Brazilian, married, lawyer register under <i>Ordem dos Advogados do Brasil - OAB/SP</i> under No. 258.628, bearer of RG No. 43.542.529-8 SSP/SP, registered under CPF/ME No. 311.691.928-31 and Mr. VALTER MATTA, Brazilian, single, lawyer, registered under <i>Ordem dos Advogados do Brasil - OAB/SP</i> under No. 96.865, bearer of RG No. 11.535.819 SSP/SP, both with business address at Rua Jorge de Figueiredo Corrêa, 1.632, part, Jardim Professora Tarcília, Zip Code 13087-397, in the city of Campinas, State of São Paulo (“Attorneys in Fact”), to represent it, alone or jointly, regardless of order of appointment, in the capacity of shareholder of CPFL ENERGIAS RENOVAVEIS S.A. (“Company”), during the <u>Extraordinary General Meeting</u> to be held, at first call, on <u>July 7<sup>th</sup>, 2020, at 05:00 p.m.</u>, and, if a second call is necessary, on a date to be informed in due course, at the headquarters of the Company, located at Rua Jorge de Figueiredo Corrêa, 1.632, part, Jardim Professora Tarcília, Zip Code 13087-397, in the city of Campinas, State of São Paulo, with enough powers to examine, discuss, submit justifications and to vote on its behalf, in compliance with the guidance below, with respect to the matters included in the Agenda. For the purposes of the granting of this power of attorney, the Attorneys in Fact shall have limited and specific powers to attend the Meeting and to cast a vote in compliance with the guidance provided to her, having no right or obligation to take any action other than those as may be necessary for the fulfillment of this power of attorney. The Attorneys in Fact are hereby authorized to refrain from any resolution or matter with regard to which they have not received, at their discretion, sufficiently specific voting guidance.</p>		
<b>Agenda</b>		
<p><b>a.</b> the redemption of all the outstanding common shares issued by the Company, by the price per share of R\$ 18.24 (eighteen reais and twenty-four cents), in local currency, corresponding to the DTO’s Auction price, which will be adjusted according to the accumulated SELIC Rate variation, pro rata temporis, between the settlement date of the Auction, that is, June 15th, 2020, and the redemption deposit date.</p>		
For ( )	Against ( )	Abstention ( )
<b>Vote Justification:</b>		
<p><b>b.</b> the amendment to the Article 5 of the Company’s Bylaws in order to reflect the number of shares after the redemption of all the outstanding common shares issued by the Company.</p>		
For ( )	Against ( )	Abstention ( )
<b>Vote Justification:</b>		
<b>Term of validity: one (1) month as of the date of execution hereof.</b>		
[CITY], [•] [•], 2020.		
Grantor		
By: [•] (signature)		
Position:[•]		



### **3.3. Conflict of Interests**

During the GM, as in the meetings of the Company's management bodies and inspection bodies, the shareholders present shall express their opinion on the existence of a possible conflict of interest in any matters under discussion or resolution, in which their independence will be compromised. Also, any Shareholder present who has knowledge of a conflicting situation in relation to another Shareholder and the subject matter of the resolution must also be declared. When the conflict of interest is expressed, the conflicting Shareholder shall refrain from voting on that matter. In case the conflicting Shareholder refuses to abstain from voting, the GM president shall determine the annulment of the disputed votes, even after the conclave.



#### 4. Call Notice

### CPFL ENERGIAS RENOVÁVEIS S.A.

Publicly-held Company

CNPJ/MF 08.439.659/0001-50 - NIRE 35.300.335.813

### ANNUAL AND EXTRAORDINARY GENERAL MEETING

#### CALL NOTICE

The shareholders of **CPFL Energias Renováveis S.A.** (“Company”) are hereby invited, pursuant to article 124 of Law N°. 6,404 of December 15<sup>th</sup>, 1976 (“Brazilian Corporation Law”), to attend the Annual and Extraordinary General Meeting (“GM” or “General Meeting”) to be held on July 7<sup>th</sup>, 2020, at 05:00 p.m. exclusively digitally through the electronic platform Microsoft Teams, to consider and to vote on the following agenda:

- a. the redemption of all the outstanding common shares issued by the Company, by the price per share of R\$ 18.24 (eighteen reais and twenty-four cents), in local currency, corresponding to the DTO’s Auction price, which will be adjusted according to the accumulated SELIC Rate variation, pro rata temporis, between the settlement date of the Auction, that is, June 15<sup>th</sup>, 2020, and the redemption deposit date; and
- b. the amendment to the Article 5 of the Company’s Bylaws in order to reflect the number of shares after the redemption of all the outstanding common shares issued by the Company.

#### General Information:

1. The shareholders of the Company may participate in the GM provided they are registered in the Register of Book–Entry Shares at Itaú Corretora de Valores S.A. (“ITAUCOR”), Company’s registered agent, and make a registration request by email (ri@cpflrenovaveis.com.br) 48 (forty-eight) hours in advance accompanied by the following documents: **(i) individuals** - identification document with photo; **(ii) legal entities** – simple copy of the most recent consolidated Bylaws or Articles of Association and corporate documentation granting powers of representation (minutes of election of the executive officers and/or power of attorney), as well as identification document with photo of the legal representative(s); and **(iii) for shareholders organized as Investment Funds** - simple copy of the most recent consolidated Bylaws of the fund and the Bylaws or Articles of Association of the fund administrator, and the corporate documentation granting powers of representation (minutes of election of the directors and/or power of attorney), as well as identification document with photo of the legal representative(s). Moreover, in addition to personal and representation documents, the Company also requests proof of ownership of the shares issued by CPFL Renováveis, issued by a depository financial institution and / or custodian, at most 3 (three) business days before from the date of the GM.

2. Any shareholder may appoint a proxy to attend the GM and to vote on their behalf. In the event of representation by proxy, the following documents must be presented by the shareholders by e-mail for prior registration: **(i) proxy instrument** granting special powers for



representation at the GM; **(ii)** Bylaws or Articles of Association and minutes of the election of managers, in case of legal entities; **(iii)** identification document with photograph of the proxy; and **(iv)** proof of ownership of the shares issued by CPFL Renováveis, issued by a depository financial institution and / or custody agent, at most 3 (three) business days before the date of the GM and (v) indication of an electronic address to gain access and receive instructions on how to use the platform.

**3.** As a result of the COVID-19 pandemic, the Company will exceptionally accept simple copies of powers of attorney granted in Brazil without notarization and will dispense with formalities for powers of attorney granted abroad maintaining, however, the need for translation to the Portuguese language by a sworn translator. Exceptionally, electronic proxies signed digitally will also be accepted, subject to the conditions above.

**4.** Pursuant to article 126, paragraph 1 of the Brazilian Corporation Law, proxy instruments may only be granted to any person meeting at least one of the following requirements: (i) be a shareholder or manager of the Company, (ii) be a lawyer, or (iii) be a financial institution. For shareholders who are legal entities in accordance with the understanding of the Brazilian Securities Commission (“CVM”) Collegiate Body, issued in the meeting held on November 4<sup>th</sup>, 2014 (CVM Proceeding RJ2014/3578), may be represented by their legal representatives or through duly appointed attorneys, in accordance with their corporate documents and the rules of the Civil Code.

**5.** Under article 135, paragraph 3 of the Brazilian Corporation Law and in keeping with articles 6 et seq. of CVM Instruction No. 481, all documents pertaining to the matters to be considered and voted on at the GM are available to shareholders as from this date at the Company’s principal place of business, on its Investor Relations website (<http://ri.cpflrenovaveis.com.br>), and on the websites of the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and the B3 S.A. – Brazil, Stock Exchange, Counter ([www.b3.com.br](http://www.b3.com.br)).

Campinas, June 19<sup>th</sup>, 2020.

**Bo Wen**

Chairman of the Board of Directors



## 5. Proposal of the Administration

Campinas, June 19<sup>th</sup>, 2020.

### PROPOSAL OF THE ADMINISTRATION FROM CPFL ENERGIAS RENOVÁVEIS S.A.

Dear Sirs,

The Board of Directors of **CPFL Energias Renováveis S.A.** (“CPFL Renováveis” or “Company”) submits to its shareholders’ analysis the Management Proposal (“Proposal”) on the matters to be resolved by the Extraordinary General Meeting (“GM” or “General Meeting”) to be held on July 7<sup>th</sup>, 2020, at 05:00 p.m., as follows:

#### **I. The redemption of all the outstanding common shares issued by the Company:**

The redemption will be by the price per share of R\$ 18.24 (eighteen reais and twenty-four cents), in local currency, corresponding to the DTO’s Auction price, which will be adjusted according to the accumulated SELIC Rate variation, pro rata temporis, between the settlement date of the Auction, that is, June 15<sup>th</sup>, 2020, and the redemption deposit date.

#### **II. The amendment to the Article 5 of the Company’s Bylaws:**

The Bylaws shall be amended in order to reflect the number of shares after the redemption of all the outstanding common shares issued by the Company.

#### **III. Clarifications**

All documents related to the proposal for resolution of the General Meeting are available at the Company’s headquarters, on its website (<http://ri.cpflrenovaveis.com.br>), as well as on the websites of CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and B3 ([www.b3.com.br](http://www.b3.com.br)).

In addition to the information contained in this Proposal and its Attachment, CPFL Renováveis’ shareholders may resolve any doubts by means of direct contact with the Investor Relations area, by electronic message ([ri@cpflrenovaveis.com.br](mailto:ri@cpflrenovaveis.com.br)) or by telephone (+ 55 11 3157-9300 or + 55 19 3756 6082), who are ready to attend to all your needs immediately.

Yours faithfully,

**Bo Wen**  
Chairman of the Board of Directors

