

PUBLIC NOTICE FOR BID No. 2/2018-PPI/PND

INVESTMENT PARTNERSHIP PROGRAM - PPI

**SHARE OFFER MANUAL
FOR ACTIVE AND RETIRED EMPLOYEES**

DISPOSAL OF SHARES OF ELETROACRE'S CAPITAL STOCK

15.06.2018

SHARE OFFER MANUAL FOR ACTIVE AND RETIRED EMPLOYEES OF ELETROACRE

INTRODUCTION

1.1. The purpose of this Manual is to explain the conditions under which Active and Retired Employees of ELETROACRE may purchase shares issued by ELETROACRE owned by Eletrobras, as well as exercise the Preemptive Right to follow up the New Controller in the capital increase to be performed by them after the acquisition of the shareholding control of ELETROACRE.

1.2. The shares subject to this Offer to Active and Retired Employees correspond to the totality of the equity interest held by Eletrobras in ELETROACRE, after the acquisition of the Company's share control by the New Controller, minus one (1) ordinary share, under Resolution CPPI No. 20/2017.

1.3. Active and Retired Employees of ELETROACRE shall be entitled to purchase the Shares Intended to Active and Retired Employees at a price lower than that paid by the New Controller of the Company in the scope of the Bid, pursuant to the provisions of item 3 of this Manual.

1.4. The dates of the main events related to this Offer to Active and Retired Employees are set forth in the Schedule included in item 17.

1.5. For the purposes hereof, all terms and expressions in capital letters shall have their meaning assigned to them below, unless expressly indicated otherwise:

Shares Intended to Active and Retired Employees: are the shares subject to this Offer to Active and Retired Employees representing the entirety of the equity interest held by Eletrobras in ELETROACRE, after the acquisition of share control of ELETROACRE by the New Controller, minus one (1) ordinary share whereas such shares will be offered to the Active and Retired Employees in mixed batches of ordinary and preferred shares.

Bid Purpose Shares: are the one hundred seventeen billion, five hundred thirty-eight million, three hundred sixty thousand, eight hundred eighty (117,538,360,880) shares of the capital stock of ELETROACRE held by Eletrobras after the Capital Adjustment, to be acquired by the New Controller, from which eighty-six billion, twenty million, two hundred forty-nine thousand, four hundred eighty (86,020,249,480) are ordinary shares and thirty-one billion, five hundred eighteen million, one hundred eleven thousand, four hundred (31,518,111,400) are preferred shares, all registered without par value, duly paid off, and the number of shares may vary, subject to § 1 of art. 11 of CPPI Resolution no. 20/2017.

Accredited Custody Agent: institution authorized by the Securities Exchange Commission and qualified by B3 to provide securities custody services, as well as to practice acts provided herein and in B3 Manual of Procedures for Offer to Active and Retired Employees. Each Active Employee, Retired Employee or Investment Club shall hire, at their expenses, one single Accredited Custody Agent to represent them

before B3 in all acts related to the Offer to Active and Retired Employees;

Capital Adjustment: capital adjustment to be made by Eletrobras in ELETROACRE to enable privatization, in accordance with article 3 of the Resolution CPPI No. 20/2017 and with Decree no. 9.192, dated 11/06/2017.

ANEEL: National Electric Energy Agency – ANEEL (*Agência Nacional de Energia Elétrica*) an autarchy created to regulate and supervise the production, transmission, distribution and sale of electric energy in accordance with the provisions of Law No. 9.427, dated 12/26/1996;

B3: B3 S.A. Bolsa de Valores, Mercadorias e Futuros, located at Rua XV de Novembro, 275 – Centro, in the city of São Paulo, State of São Paulo, responsible for the provision of specialized technical advisory and operational support services related to the procedures necessary for (i) conducting the Bid, including the analysis of documents necessary for the qualification of the Bidders; (ii) operationalization of the Offer to Active and Retired Employees; and (iii) Bid Settlement and Offer to Active and Retired Employees;

BNDES: Brazilian National Development Bank – BNDES, with headquarters in Brasília/DF, and main office at Avenida República do Chile, nº 100, Centro, Rio de Janeiro – RJ, CEP [Zip Code] 20031-917, enrolled at the National Taxpayers' Registry ("CNPJ") under the number indicated in the preamble, as responsible for execution and monitoring the privatization process, in accordance with Decree No. 8.893/2016;

Subscription Bulletin: form to be filled out and entered by each Active and Retired Employee who are willing to exercise their Right, of Preference whereas this document is considered, for all legal purposes, as an extra-judicial enforceable title.

CADE: Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica*), a federal autarchy bound to the Ministry of Justice, under the terms of Law no. 12.529, dated of 11/30/2011 ("Law no 12.529/2011"), to whom it is responsible for protecting the competition;

COMPANY or ELETROACRE: Eletroacre Distribuidora de Energia S.A, a government-controlled, closed corporation headquartered in the city of Rio Branco, State of Acre, at Rua Valerio Magalhães, nº 226, enrolled at the CNPJ under No. 04.065.033/0001-70. All references to ELETROACRE include all former names of ELETROACRE;

Entry Certificate: Certificate issued by the company that issues registered shares or by its bookkeeper agent to clarify the information registered in the books of the Registered Share Record, Registered Share Transfer Record and Registered Beneficiary Record, in accordance with paragraphs 1 and 2 of art. 100 of Law No. 6.406/76;

Investment Club: is a collective investment vehicle built by a minimum of three (3) and a maximum of fifty (50) individuals, organized under the provisions of CVM

Normative Instruction No. 494/2011 for the acquisition of Shares Intended to Active and Retired Employees, pursuant hereto.

Consulting Firms: are consulting firms hired by BNDES to provide consulting services for evaluation, modeling and execution of the privatization of the electric energy distributors controlled by Eletrobras

Agreement: ELETROACRE's Share Purchase Agreement and other Covenants, under the provisions of Annex 1 to the Public Notice ("Annex 1 – Draft of the Distributors Purchase Agreement") to be executed between, on one hand, Eletrobras, and on the other, the New Controller, in addition to the respective consenting intervener, whose purpose shall be the transfer of shares representing ELETROACRE's shareholding control, held by Eletrobras, to the New Controller;

CPPI: *Conselho do Programa de Parcerias de Investimentos* [Council of the Investment Partnerships Program], the high decision-making body created by Federal Law no. 13.334/2016 with powers to perform the functions attributed to CND, under the provisions of Law No. 9491/1997;

Schedule: Calendar with the main events of the Offer to Active and Retired Employees set forth in item 17 hereof;

Preemptive Right: The Right granted by Eletrobras to the Active and Retired Employees of the Company, that acquired the shares of ELETROACRE, under the conditions of the Offer to Active and Retired Employees, of following up, the capital increase to be made by the New Controller after the Bid Liquidation, in proportion to the number of acquired shares, under the terms of Resolution CPPI no. 20/2017, and of the applicable legislation.

Official Identification Document: Cards issued by the military commands, the secretaries of security, the fire brigades, the military polices, the supervisory bodies of professional practice (Ordinances, Councils, etc.) Identity Card (RG), Labor and Social Security Card (CTPS), Board or Class Council Cards (OAB, CRM, CRP. Etc.), Military Certificate, National Driver's License (CNH) with photo, Passport, Cards issued by public agency are considered official identity documents, as provided in the applicable federal law.

Public Notice: Public Notice No. 2/2018-PPI/PND, document establishing rules for share disposal of issuance by ELETROACRE, as well as by other distributors, associated with the public service grant for distribution of electrical energy, to the extent that this Manual is an integral part of such Public Notice;

Eletrobras or Seller: CENTRAIS ELÉTRICAS BRASILEIRAS S.A. – ELETROBRAS, a government-controlled publicly-held corporation incorporated under the provisions of Law No. 3.890-A, dated 4/25/1961, headquartered in Brasília, Distrito Federal [Federal District], and with central office at Avenida Presidente Vargas, 409, 13th floor - city of Rio de Janeiro, State of Rio de Janeiro, and enrolled with CNPJ/MF under No. 00.001.180/0001-26;

Active and Retired Employees: The following are considered Active and Retired

Employees of the Company for the purpose of acceptance of the Offer to Active and Retired Employees: (i) active employees with an original employment relationship with the Company, even if transferred to another entity, on the date of publication of the Public Notice in the Federal Official Gazette; (ii) retired employees who meet at least one of the following requirements: (a) having an original employment relationship with the Company on the date of the application for their respective pensions; or (b) having the last contribution to social security been made as an employee of the Company; or having the last contribution to social security been paid by ELETROACRE, due to plans to encourage dismissal;

Bid: Bidding modality for the granting of the concession agreement for the public service of electrical energy distribution associated to the transfer of the shareholding control of ELETROACRE to be performed in accordance with the conditions set forth in the Public Notice;

Batch Max Limit: Its meaning is defined in item 7.2. herein.

Settlement of the Offer to Active and Retired Employees: timely and full payment by Active and Retired Employees, of the Share Offer price for the purchase of the Shares Intended to the Active and Retired Employees in exchange for the transfer of title to the Shares Intended to the Active and Retired Employees, to be operated by B3 in accordance with B3 Manual of Offer Procedures to Active and Retired Employees.

Bid Settlement: timely and full payment by the New Controller to Eletrobras for the transfer of ownership of the Bid Purpose Shares, to be operated by B3.

B3 Manual of Offer Procedures to Active and Retired Employees: document made by B3 containing guidance, rules, and details related to the Offer to Active and Retired Employees, and to the Settlement of Offer to Active and Retired Employees, as well as all procedures related to the Offer to Active and Retired Employees.

Manual: it is this document that gathers together information regarding the Offer to the Active and Retired Employees, in accordance with the provisions of the Public Notice and Resolution CPPI No. 20/2017;

New Controller: bidder winning the Bid who signed the Agreement, as provided in the Public Notice.

Offer to Active and Retired Employees: is the purpose of the present Manual, a procedure through which will be offered the totality of shares held by Eletrobras in ELETROACRE to Active and Retired Employees, minus one (1) ordinary share, after acquisition of the shareholding control by the New Controller, in accordance with the Public Notice, this Manual, and the B3 Manual of Procedures for Offer to Active and Retired Employees;

PND: National Privatization Program (Programa Nacional de Desestatização) governed by Law No. 9.491 of 09/09/1997;

PPI: Investment Partnership Program governed by Law n. 13.334 of 09/13/2016;

First Stage of Offer: It is the first of two offers of the Shares Entitled to Active and Retired Employees.

ELETROACRE Service Sites: For the purposes of this Manual, the sites designated by ELETROACRE to receive the Application for Qualification for offer, as well as the Subscription Bulletin, shall be considered ELETROACRE's service sites. The list of the Service Sites shall be disclosed on ELETROACRE's website, without prejudice of other communication medias to be adopted by the Company.

Application for Qualification for the Offer: It is the form to be filled out by the Active or Retired Employee who intends to acquire the Shares Entitled to Active and Retired Employees, under the terms hereof, being available in Annex I of this document and also through the internet, at the address <http://www.elektrobrasacre.com>.

Resolution CPPI no. 20/2017: Resolution no. 20, dated 11/8/2017, issued by CPPI, as amended;

Second Stage of Offer: It is the second of the two offers for the Shares Entitled to Active and Retired Employees, which will only be performed if there are any remaining Shares for Employees and Retirees of the First Stage of the bid.

2. CLARIFICATIONS ON ELETROACRE'S PRIVATIZATION

2.1. According to studies carried out by the Consulting Firms and as provided in Resolution CPPI No. 20/2017, the Company's privatization process will be carried out through the following steps: (i) Capital Adjustment, through the issuance of new shares; (ii) transfer of control of the Company to the New Controller, to be performed through the Bid, pursuant to the Public Notice; (iii) capital increase in the Company by the New Controlling Party; and (iv) the offer of all of the Company's shares held by Eletrobras, minus one (1) ordinary share, to Active and Retired Employees, after the acquisition of control of the Company by the New Controlling Party, pursuant to the Public Notice and this Manual.

(i) Performance of the Capital Adjustment, through issuance of new shares.

2.2. It is necessary, before disposing the Bid Purpose Shares to the New Controller, to adjust the Company's capital structure, as per art. 3 of Resolution CPPI 20/2017.

2.3. Thus, a capital increase will be made in ELETROACRE, subject to the provisions of Law 6.404/1976 and as approved by the 170th Extraordinary General Meeting of Eletrobras, in which it will subscribe and pay shares in order to reach the number of Bid Purpose Shares.

(ii) Transfer of control of the Company to the New Controller, to be carried out through the Bid, pursuant to the Public Notice

2.4. Once the Capital Adjustment is made, the Bid Purpose Shares will be sold to the New Controller on the day of the Bid Settlement, according to Schedule of item 17, and the New Controller shall pay Eletrobras the amount equivalent to the value of the Bid Purpose Shares plus the amount related to the compensation due by the New Controller to Eletrobras for the

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condition of differentiated acquisition granted to Active and Retired Employees, within the scope of this Offer of Shares to Active and Retired Employees.

(iii) Capital increase in the Company by the New Controller

2.5. Immediately after the Bid Settlement, as a *sine qua non* condition for completing the privatization process, a new Extraordinary General Meeting of ELETROACRE will be held, in which the New Controller, as majority shareholder of ELETROACRE, will approve a new capital increase in ELETROACRE, subscribing and paying in the act the number of shares required to comply with the provisions of art. 10 of Resolution CPPI 20/2017.

2.6. At the aforementioned Extraordinary General Meeting of ELETROACRE, a period must be granted for the Active and Retired Employees, that acquire shares, to exercise their preemptive right on the deliberated capital increase, which final term of must occur in at least thirty (30) days after the end of the communication and remittance of Subscription Bulletins, in the terms described in item 12 of this Manual.

(iv) Offer to Active and Retired Employees

2.7. According to Schedule described in item 17 of this Manual, Eletrobras will offer the entirety of shares held by it at the Company, minus one (1) ordinary share, to the Active and Retired Employees of ELETROACRE who have been qualified, under the terms of this Manual.

2.8. In the event of remaining stock batches of the Second Stage of the Offer, the New Controller shall acquire such leftovers for the same price offered to the Active and Retired Employees.

2.9. For Active and Retired Employees who acquire shares under this Offer to Active and Retired Employees, Eletrobras will assign the Preemptive Right for the subscription of the capital increase carried out by the New Controller, thus granting to these Active and Retired Employees the possibility to follow up the new capital increase, in proportion to their shareholding, as determined by Law 6.404/1976.

2.10. Thus, the Active and Retired Employees who decides to exercise the Preemptive Right, must perform it as described in item 12 of this Manual.

2.11. After the term for the exercise of the Preemptive Right, a new Extraordinary General Meeting of ELETROACRE will be summoned and held to approve and inform the final amount of the increase of its capital stock.

2.12. Finally, for those Active and Retired Employees who may acquire shares under this Offer of Shares to Active and Retired Employees and/or exercise the Preemptive Right, the New Controller shall have the obligation to buyout, within a period of three (3) years counted from the date of the execution of the Agreement, the shares acquired by the Active and Retired Employees of the Company, if they wish to sell them, provided that such shares have been acquired under this Offer to Active and Retired Employees and/or by subscription of new shares issued in the new capital increase in ELETROACRE made by the New Controller, pursuant to Resolution CPPI 20/2017.

2.12.1 The repurchase of those shares will be calculated as follows:

- (i) Acquisition value of the shares in the Offer to Active and Retired Employees;
- (ii) Subscription value of the shares resulting from the exercise of the Preemptive Right;
- (iii) The result of the sum of the values of the shares described in items (i) and (ii) will be increased by ten percent (10%);
- (iv) The amount resulting from item (iii) will be adjusted by the referential rate of the Special Settlement and Custody System for federal securities (SELIC) from the settlement date of the purchase of the shares by the Company's Active Employee or Retired Employee.

3. CONDITIONS OF THE SHARE OFFER TO ACTIVE AND RETIRED EMPLOYEES

The conditions of this Offer for Employees and Retirees will be described below:

3.1. Object of the Offer to Active and Retired Employees and Price

3.1.1. The general conditions of Offer to Active and Retired Employees were approved by CPPI, in accordance with the provisions of Resolution No. 20/2017.

3.1.2. In accordance with the Public Notice, the price of each batch of Bid Purpose Shares by the New Controller will be forty-five thousand five hundred Brazilian Reais and one cent (R\$ 45,500.01), including compensation for the differentiated condition granted to Active and Retired Employees within the scope of this Offer of Shares to Active and Retired Employees, in the amount of five hundred Brazilian Reais and eighteen cents (R\$ 500.18).

3.1.3. For the purpose of the Offer to Active and Retired Employees of ELETROACRE, the price of each batch of share will be R\$ 0.01 (one cent), which amounts to the total value of the Offer to Active and Retired Employees of four thousand, four hundred ninety-nine Brazilian Reais and ninety-nine cents (R\$ 4,499.99), considering a discount of approximately ten percent (10%) on the value of the Bid Purpose Shares, and the Active and Retired Employees will be offered batches of shares, as described below.

3.1.4. Active and Retired Employees will be offered a total of thirteen billion, sixty million, three hundred twenty thousand, nine hundred seventy-seven (13,060,320,977) shares of the Company held by Eletrobras, from which nine billion, five hundred fifty-seven million, nine hundred seventy-eight thousand, seven hundred sixty (9,557,978,760) are ordinary shares and three billion, five hundred two million, three hundred forty-two thousand, two hundred seventeen (3,502,342,217) are preferred shares, all registered without par value. These shares will be divided into four hundred forty-nine thousand, nine hundred ninety-nine (449,999) batches, with twenty-nine thousand, twenty three (29,023) shares per batch, being twenty-one thousand, two hundred forty (21,240) ordinary shares and seven thousand, seven hundred eighty-three (7,783) preferred shares, whose Maximum Batch Limit applicable to each Active and/or Retired Employee, individually, will be defined after the qualification process. Each batch of shares will be offered for the amount of R\$ 0.01 (one cent).

3.1.5. For the acquisition of the batches of shares to be offered by Eletrobras under this Offer to Active and Retired Employees, each Active and Retired Employee will have the possibility

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to acquire the same number of batches of shares, under equal conditions and regardless of the position occupied, observing the tie breaker criterion provided in item 7.2.

3.2. Who may take part in the Offer to Active and Retired Employees

3.2.1. The following may participate in the Offer to Active and Retired Employees:

- (i) Employees with an original active employment relationship with the Company, even if transferred to another company, on the date of publication of the Public Notice in the Federal Official Gazette;
- (ii) retirees who meet, at least, one of the following requirements:
 - (a) have an original employment relationship with the Company on the date on which they requested their respective pensions; or
 - (b) have paid the last contribution to the social security as an employee of the Company; or have the last contribution to the social security been paid by ELETROACRE in view of the plans to encourage dismissal.

3.3. Preemptive Right

3.3.1. For any Active Employee or Retired Employee who acquires the shares of this Offer to Active and Retired Employees, the transfer of the Preemptive Right by Eletrobras shall be assured.

3.3.2. Thus, the Active and Retired Employees will have the right, in proportion to their corporate interest, to follow up the New Controller in the capital increase to be performed by the Company, which, in accordance with Resolution CPPI No. 20/2017, is equal to, at least, two hundred thirty-eight million, eight hundred five thousand, seven hundred twenty-nine Brazilian Reais and thirty cents (R\$ 238,805,729.30).

3.3.3. The Preemptive Right acquired through the purchase by the Active and Retired Employee of the shares that are the purpose of this Offer to Active and Retired Employees, shall comply with item 12 of this Manual, including its terms, share issuance price and procedures.

4. PROCEDURES FOR ACQUIRING THE SHARES INTENDED TO ACTIVE AND RETIRED EMPLOYEES

4.1. This Offer to Active and Retired Employees shall be made in two (2) stages, which are necessarily preceded by the qualification stage, as described in the following sections and subsections.

4.2. Any Employee or Retired Employee interested in participating in the Offer to Active and Retired Employees, regardless of the amount of Shares for Active and Retired Employees he/she intends to purchase by means of the Offer to Active and Retired Employees shall, as provided in the B3 Manual of Procedures for Offer to Active and Retired Employees, have a valid and effective registration with any Accredited Custody Agent in order to be able to

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practice before B3 all acts required according to the scope of the Offer to Active and Retired Employees. The custody agents shall be hired in a timely manner so that the registrations are completed for the Share Offer for Active and Retired Employees.

4.3. The Active and Retired Employees can participate in the Offer to Active and Retired Employees either individually or collectively, and in this latter case by means of the Investment Club, as provided in art. 29 of Law No. 9.491 of 09/09/1997. Any Active or Retired Employees who choose to participate collectively shall follow the procedures regarding this matter as per the B3 Manual of Procedures for Offer to Active and Retired Employees. According to the applicable regulation, each Investment Club shall have at least three (3), and no more than fifty (50) individuals, all of them necessarily being Active Employees and/or Retired Employees of ELETROACRE. Such Investment Clubs shall meet and comply with every regulation applicable to the Investment Clubs for the purpose of the Offer to Active and Retired Employees.

4.4. Legal business of any kind in which the Employees or Retired Employees appear as intermediary of any third party for the acquisition of the Shares Intended to Active and Retired Employees, in exchange or not for advantages, whether monetary or of any other nature, shall be considered null without judicial declaration.

4.5. The presentation of the documents mentioned in the stage described in item 5 below shall not oblige the respective Employee or Retired Employee to actually purchase the Shares Intended to the Active and Retired Employees, which shall only be confirmed after completion of the settlement procedures provided in B3 Manual of Procedures for Offer to Active and Retired Employees.

4.6. If the transfer of the shareholding control of ELETROACRE is not accomplished, this Offer to Active and Retired Employees shall be automatically canceled and, therefore, so shall the exercise of the Preemptive Right. In such event, no Active and Retired Employees shall be entitled to purchase any Shares Intended to Active and Retired Employees, whether fully or partially, no matter in what stage this Offer to Active and Retired Employees is.

4.7. All operational procedures applicable to this Offer to Active and Retired Employees not defined in this Manual can be found in the B3 Manual of Procedures for Offer to Active and Retired Employees, which is also attached to the Public Notice.

5. SHARE OFFER QUALIFICATION APPLICATION FOR ACTIVE AND RETIRED EMPLOYEES

5.1. In the Qualification stage, each Active or Retired Employee having interest in acquiring batches of the Shares hereof shall show their interest by delivering to ELETROACRE, at ELETROACRE's Service Sites, the Share Offer Qualification Application, according to the form available in Annex I and also on the Internet, at <http://www.elektrobrasacre.com>, without prejudice of other communication medias chosen by ELETROACRE.

5.2. The Share Offer Qualification Application shall be submitted in two counterparts duly filled-in and signed up to the date shown in the Schedule (item 17).

5.3. In the identification field, each interested party should mark their current connection with ELETROACRE (whether active or retired employee, under the terms 3.2. above). In case of

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Retired Employees, the date of grant of the respective retirement should be informed.

5.4. The Share Offer Qualification Application should be signed in two (2) counterparts. The first counterpart shall be submitted to ELETROACRE within the term set forth in the Schedule (item 17).

5.5. The second counterpart of the Share Offer Qualification Application shall serve as receipt, and shall be signed by ELETROACRE's representative and returned to the respective Active or Retired Employee when the Share Offer Qualification Application is submitted.

5.6. In case the Employee or Retiree is not able to submit the form in person, together with their original identification card, at one of ELETROACRE's Service Sites, the signature on the counterpart to be delivered at ELETROACRE shall require notarization.

5.7. Authenticated copies or plain copies together with the corresponding originals of the following documents must be attached to the Share Offer Qualification Application Form:

- (i) Active employees:
 - (a) Official Identification Document with photo.
- (ii) Retired Employees:
 - (a) Official Identification Document with photo.
 - (b) Letter of Grant of Pension issued by the National Institute of Social Security (INSS);
 - (c) Statement of employments and contributions to Social Security (CNIS);
 - (d) Social Security Card (copy of the sheets containing the photo, admission and employment termination associated with ELETROACRE).

5.8. Those Active and Retired Employees who validly fulfill any of the requirements provided for in item 3.2 above and timely deliver the duly completed Share Offer Qualification Application form at one of the Service Sites of ELETROACRE as aforementioned shall be considered qualified to attend the Offer to Active and Retired Employees.

5.9. Upon a duly signed and notarized proxy appointment, the Active and Retired Employees may appoint a representative to complete the form in their behalf, provided that no single person can act as proxy of more than one Active and/or Retired Employee.

6. DISCLOSURE OF QUALIFIED ACTIVE AND RETIRED EMPLOYEES

6.1. On the date indicated in the Schedule (item 17), BNDES will release a preliminary list, analyzed and provided by ELETROACRE in advance, of Active and Retired Employees, who were considered qualified to participate in the Offer to Active and Retired Employees, upon publication in its website, without prejudice of other communication medias that may be used.

6.2. Those who do not appear in the list must go to one of the ELETROACRE's Service Stations (again, with an original identification document) in order to verify the occurrence, within five (5) calendar days from the date of disclosure referred to in the previous item. In case of the existence of any error caused by ELETROACRE or by any failure in the compilation of the referred list, the list of Active and Retired Employees, that will participate in the Offer, will be rectified by the Company and then published by BNDES, under the terms of the Schedule.

7. DISCLOSURE OF BATCHES OF SHARES PER ACTIVE AND RETIRED EMPLOYEE

7.1. On the same date of the disclosure of the definitive list of qualified Active and Retired Employees, which will be provided by ELETROACRE, BNDES will disclose the maximum total quantity of batches of Shares Destined to Active and Retired Employees for each Active and Retired Employee qualified in the First Stage of the Offer to Active and Retired Employees, according to item 8 and following.

7.2. The calculation of the maximum number of batches of Shares Destined to Active and Retired Employees will be made according to the following assumptions:

- (i) Total of Batches of Shares Destined to Active and Retired Employees, divided by the total number of qualified Active and Retired Employees;
- (ii) The result from this division will be the maximum quantity of batches of shares that each Active and Retired Employee can acquire in the First Stage of the Offer ("Maximum Batch Limit");
- (iii) If the resulting Maximum Batch Limit from this division is not an integer, such number shall be rounded to the immediately lower integer number (maximum batch limit).
- (iv) Batches of Shares for Active and Retired remaining in virtue of the rounding referred to in item (iii) above will be included in the Second Step of the Offer referred to in item 9 of this Manual.

7.3. The Investment Clubs will have the right to purchase the sum of Batches of Shares Destined to Active and Retired Employees each respective Active and Retired Employee, member thereof and represented by them, expresses interest in purchasing, observing the maximum limit of individual batches mentioned above.

8. FIRST STAGE OF THE OFFER OF SHARED DESTINED TO ACTIVE AND RETIRED EMPLOYEES

8.1. On the date of the First Stage of Offer defined in the Schedule, each qualified Active or Retired Employee can purchase until the Maximum Limit of Batches, in accordance to item 7.2 above.

8.2. The qualified Active or Retired Employees shall seek for Custody Agent qualified by B3 to purchase the batches in the First Stage of the Offer, so that they can purchase the batches of Shares Destined to Active and Retired Employees in the First Stage of Offer until

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the date specified in the Schedule (item 17).

8.3. After the end of the acquisition period of the First Stage of Offer, it will not be possible to change the quantity to be purchased anymore, even if they deposit a higher amount in their bank account at the Accredited Custody Agent.

8.4. At the end of the deadline for the First Stage of the Offer indicated in the Schedule (item 17), each Accredited Custody Agent shall follow the operating procedures described in the B3 Manual of Procedures for Offer to Active and Retired Employees.

8.5. The settlement of the First Stage of the Offer, in the terms specified in the B3 Manual of Procedures for Offer to Active and Retired Employees, is the event that confirms the acquisition by the Active or Retired Employees of the batches of Shares Destined to Active and Retired Employees in the First Stage of the Offer.

8.6 In case of lack of payment, the Active or Retired Employee shall not be entitled to purchase those batches of Shares Destined to Active and Retired Employees, for which he/she has not made full and timely payment.

8.7. The Shares Destined to Active and Retired Employees not purchased by Active and Retired Employees in the First Stage of the Offer will be considered “remainder” and will be returned to be offered in the terms of the Second Stage of the Offer, according to 9 hereunder.

9. SECOND STAGE OF THE SHARE OFFER DESTINED TO ACTIVE AND RETIRED EMPLOYEES

9.1. All Active and Retired Employees, that have paid fully and timely the price for the acquisition of Shares in the Second Stage of the Offer, in the terms of this Manual and the B3 Manual of Procedures for Offer to Active and Retired Employees, will be considered able to participate in the First Stage of Offer, therefore, upon conclusion of the settlement of the First Stage of the Offer in relation to the respective shares, in the terms specified in the B3 Procedure Manual of the Offer to Active and Retired Employees.

9.2. In the Second Stage of the Offer to Active and Retired Employees, the effective allocation and the amount of batches per Active or Retired Employee – will result in the division of the quantity of batches left and the number of Active and Retired Employees considered able to participate in the Second Stage of the Offer, always respecting integer number of batches.

9.3. If the amount of batches resulting from the division provided in item 9.2 above does indicate a non-integer, the rounding to the number immediately below should be performed.

9.4. Besides the maximum batch limit described in item 9.2, it will be possible to acquire the Shares Destined to Active and Retired Employees remaining in virtue of the rounding referred to in item 9.3 above, which shall be distributed successively, in the proportion of a batch for each Active or Retired Employee, among the Active and Retired Employees who are able to participate in the Second Stage of the Offer, according to the time of connection with ELETROACRE, evidenced in accordance to greater age.

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9.4.1. The distribution of each batch of shares will be carried out in descending order, starting with the Active or Retired Employee with the greater age.

9.4.2. Should two or more Active and/or Retired Employees have the same age, the batch of shares will be destined to the one with the longest holding time with ELETROACRE

9.4.3 In case of the Active and Retired Employees originally selected by the tie-break criteria provided for in sub-item 9.4 and sub-items do not express an interest in the acquisition of batches in the Second Step of the Offer to Employees and Retirees, the shares will be destined to the New Controller, pursuant to item 10 of this Manual.

9.5. On the date stipulated in the Schedule (item 17), BNDES will disclose the list analyzed and provided by ELETROACRE of Active and Retired Employees who are able to participate in the Second Stage of the Offering of Shares, upon publication on its website, without prejudice to other communication means that can be used. In the same list, the individual limits of purchase applicable to the Second Step of the Offer will be indicated.

9.6. In order to be able to purchase Shares in the Second Stage of the Offer, the qualified Active or Retired Employees shall do so at an Accredited Custody Agent until the date specified in the Schedule (item 17).

9.7. The Distributor shall disclose the final list of Active and Retired Employees who have acquired shares under this Offer within two (2) business days, as of the settlement of the Second Stage of the Offer to Active and Retired Employees.

9.8. All other guidelines, cautions and rules applicable to the First Stage of the Share Offer to Active and Retired Employees are also applied *mutatis mutandis* to the Second Stage of the Share Offer to Active and Retired Employees, also observing that each Accredited Custody Agent shall follow the operating procedures described in the B3 Manual of Offer Procedures to Active and Retired Employees.

10. DESTINATION OF THE SHARES LEFT FROM THE SECOND SHARE OFFER DESTINED TO ACTIVE AND RETIRED EMPLOYEES

10.1. The remainder resulting from the Second Stage of the Offering of Shares for Active and Retired Employees will be acquired by the New Controller, at a price equivalent to that offered to Active and Retired Employees, within a maximum period of sixty (60) days, counted from the disclosure of the remainder of the Offer Settlement to Active and Retired Employees.

11. SETTLEMENT OF THE STAGES OF OFFER TO ACTIVE AND RETIRED EMPLOYEES

11.1. Upon Settlement of each Stage of Offer to Active and Retired Employees described above, the respective Shares Destined to Active and Retired Employees acquired by the Active and Retired Employees, will be transferred by B3 to the custody account kept by each Active or Retired Employee Buyer at the respective Accredited Custody Agent in the terms of the B3 Manual of Offer Procedures to Active and Retired Employees.

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11.2. In case of acquisition of Shares Destined to the Active and Retired Employees by means of the Investment Club will be transferred by B3 to the custody account kept by the corresponding Investment Club at their respective Accredited Custody Agent.

11.3. The Active and Retired Employees, who participate in the Offer to Active and Retired Employees hereby agree and expressly authorize ELETROACRE and/or any third party indicated by ELETROACRE to practice all acts and sign all documents and instruments necessary for the due transposition of the record of Shares Destined to the Active and Retired Employees acquired in the terms of the present offer by the respective Active and Retired Employees to the ELETROACRE corporate books, granting all necessary powers for this purpose to them for ELETROACRE and/or any third party indicated by ELETROACRE to be able to withdraw such Shares Destined to the Active and Retired Employees from the Deposit Center of B3 and record them in the corporate books of ELETROACRE within 10 (ten) business days from the date of Settlement of the Second Stage of Offer to Active and Retired Employees, in the terms hereof and the B3 Manual of Offer Procedures to Active and Retired Employees and in compliance with the applicable legislation and regulation, as well as to publish, whenever necessary, the Employee's or the Retired Person's name and the number of acquired Shares Destined to the Active and Retired Employees with the purpose to provide publicity to the privatization process.

11.4. After the settlement of the Second Stage of Offer to Active and Retired Employees, all Shares Destined to the Active and Retired Employees of ELETROACRE acquired by the Active and Retired Employees will not be deposited in the B3 Deposit Center anymore and will be duly recorded again in the ELETROACRE corporate books with all due records regarding such transposition.

11.5. If requested, ELETROACRE will inform the Buyers about the number of Shares Destined to the Active and Retired Employees owned by each Employee and Retired Person by means of Record Certificate. The certificate can be requested using the model to be disclosed in the Company's website after the settlement of the Second Stage of Offer to Active and Retired Employees. The model of the document to be sent as an answer to the requester will also be available in ELETROACRE's website and there will be no cost for this service.

12. PREEMPTIVE RIGHT

12.1. For those Active and Retired Employees exercising the option to acquire shares within the scope of the Offer of Shares to Active and Retired Employees described in this Manual, the Preemptive Right shall accompany the shares acquired in such a way that Active and Retired Employees may participate in the capital increase to be performed by the New Controller immediately after the Bid Settlement.

12.2. Each Active and Retired Employees may exercise the Preemptive Right in the proportion of the ordinary and/or preferred shares that they now have in the Company's capital stock after the settlement of the Second Stage of the Offer.

(i) Exercise of Preemptive Right

12.3. The exercise of the Preemptive Right shall be formalized by means of the signature of the Subscription Bulletin, which shall be sent to Active and Retired Employees by the

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Company through electronic message to the electronic address informed by them in the Request for Qualification of the Offer, or by other means that the Company may make available, within four (4) business days from the date of disclosure of the final report of the Active and Retired Employees who have acquired shares under this Offer, on the Company's website.

12.3.1. Without prejudice to what is established above, if the Active or Retired Employee does not receive the communication described above, they may visit the Company's headquarters and request the issuance of their respective Subscription Bulletin, in which case, the deadline for submission of the Subscription Bulletin described in item 12.6 below will not suffer alteration, and the Active or Retired Employee must observe such term.

12.3.2. Thus, and in view of the above, it will be the responsibility of the Active or Retired Employee to obtain, sign, and submit the respective Subscription Bulletin, under the conditions and deadlines described herein.

12.4. The Subscription Bulletin shall contain the number of shares allocated to each Active or Retired Employee, and they shall inform in the respective Subscription Form if they are interested in participating in any apportionment of the remaining shares. It is clarified that, for purposes of capital increase, shares not subscribed by the Company's shareholders will be considered as remainder, due to the non-exercise of the preemptive right.

12.5. The subscription of the subscribed shares must be made in national currency by means of a bank deposit in the current account to be indicated by the New Controller until the date established in sub-item 12.6.

12.6. The Subscription Form must be presented in two (2) counterparts at the Company's headquarters within 30 (thirty) days, from the end of the term for the Company to submit the Subscription Form for Active and Retired Employees, duly completed and signed.

12.6.1. The second counterpart will serve as a receipt protocol and will be signed by the ELETROACRE representative, and the Active or Retired Employee must keep such document, as it will serve as evidence of the exercise of the Preemptive Right.

12.6.2. When submitting the Subscription Bulletin, under the terms established in the sub-item above, the Active or Retired Employee must also present the proof of deposit of the payment of the shares subscribed and their Official Identification Document. If the Active or Retired Employee cannot attend in person, delivery by a third party will be allowed, provided that the signature is authenticated by authenticity in the Subscription Form.

(ii) Remainder of capital increase

12.7. After the expiration of the term for exercise of the Preemptive Right, in the event that there is no subscription of all the shares of the capital increase to be performed by the New Controller in the Company, the Company will promote an apportionment of eventual remainders, in accordance with the provisions of article 171, Paragraph 8 of Law 6.404, dated 12/15/1976.

12.8. In an eventual apportionment of the remainder, Active and Retired Employees, who express an interest in the reserve of leftovers in the Subscription Bulletin, shall observe the

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procedures defined by the New Controller.

(iii) Approval of the capital increase

12.9. Upon expiration of the exercise of the Preemptive Right, as well as of the procedures related to the share remainder of the capital increase described in this item, the New Controller shall hold a new extraordinary general meeting to approve the capital increase.

(iv) Appointment of attorney

12.10. Active and Retired Employees exercising the Preemptive Right described herein expressly agree and authorize ELETROACRE and/or any third party indicated by ELETROACRE to perform all acts and to sign all documents and instruments necessary for proper registration of the new shares subscribed by Active and Retired Employees arising from the exercise of the Preemptive Right, pursuant to the present Manual, granting them all the necessary powers so that ELETROACRE and/or any third party indicated by ELETROACRE can sign on their behalf ELETROACRE social books, within a period of up to ten (10) business days, counted from the date of the date of the Extraordinary General Meeting of ELETROACRE that ratifies said capital increase, pursuant to this Manual and observing the applicable legislation and regulations.

12.11. If requested, ELETROACRE will inform the Active and Retired Employees, by means of a Settlement Certificate, the number of ELETROACRE shares owned by each Active and Retired Employee. The certificate may be requested from a model to be disclosed on the Company's website after the Extraordinary General Meeting of ELETROACRE that ratifies said capital increase. The document template to be sent in response to the applicant will also be available on the ELETROACRE website and without cost of service to the respective shareholders.

13. SHAREHOLDERS' RIGHTS

13.1. The Active and Retired Employees, who acquire shares within the scope of this offer, can participate in the future development of ELETROACRE, in the terms of Law no. 6.404, dated December 15th, 1976.

13.2. Upon purchase of the Shares Destined to the Active and Retired Employees, the Buyers assume that any financial applications made in the share market constitute risk applications, and that there is no pre or post fixed profitability for any financial asset. Consequently, the applications in shares issued by ELETROACRE are not guarantee of future profitability or liquidity, considering that these are pursuant to the specific conditions of the Company and the performance of the share market as a whole.

14. BUYER'S OBLIGATIONS

14.1. Within three (3) years from the date of execution of the Agreement, the New Controller shall make an offer for buyout in national currency to all shareholders, who have acquired Shares Destined to the Active and Retired Employees within the scope of this Offer and/or subscribed new shares due to exercise of the Preemptive Right.

14.1.1. The New Controller shall broadly disclose the notification with the operating

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procedures for the performance of the buyout offer upon publication on the Company's website and in a largely circulating newspaper, communication with the operational procedures for the performance of a buyout offer, containing expressed provision that the Active and Retired Employees will have the right, but not the obligation, to transfer their shares in such offer.

14.2. The buyout of shares will be calculated in accordance with item 2.12.1, respecting any adjustments pursuant to grouping, breakdown and/or bonus of shares or equivalent operations.

14.3. The right to dispose of the shares in the terms hereof is an exclusive prerogative:

- (i) Of the original purchaser of shares within the scope of the Offer to Active and Retired Employees of ELETROACRE and the shares subscribed upon exercise of the Preemptive Right; and
- (ii) Those, who have acquired such share by means of succession, due to death of the holder of the right item "i" above refers to.

15. SUPERVENING FACTS

15.1. The events provided herein and in the Schedule defined in item 17 are directly subordinated to the performance and the success of the different stages of the privatization process. In case there are facts subsequent to the publication of this Manual and the Public Notice, the bid committee will have the right to review, postpone, amend, suspend, prorogate or revoke the Schedule or part thereof, always aiming at better result from the privatization.

16. FINAL PROVISIONS

16.1. Active and Retired Employees who are interested in the exercise of the Offer to Active and Retired Employees and/or in the exercise of the Preemptive Right shall carry out their own investigations and analyzes that they deem necessary, being of their sole responsibility the decision to acquire and/or subscribe shares under this Offer to Active and Retired Employees.

17. SCHEDULE OF THE OFFER TO ACTIVE AND RETIRED EMPLOYEES OF ELETROACRE

17.1. This Offer to Active and Retired Employees will be made according to the Schedule reproduced hereunder:

Dates	Events
06/15/2018	Disclosure of the Public Notice and this Manual
06/22/2018	Disclosure of the B3 Manual of Offer Procedures to Active and Retired Employees
07/16/2018	Beginning of the period for qualification and delivery of the Request for

	Qualification in the Offer to the ELETROACRE Service Centers
07/26/2018	Bid for transfer of the Bid Purpose Shares
08/21/2018	End of the period for qualification and delivery of the Request for Qualification in the Offer to the ELETROACRE Service Centers
08/28/2018	Disclosure of a preliminary list of the qualified Active and Retired Employees
Between 08/29/2018 and 09/04/2018	Period to request rectification of the qualification list
09/11/2018	Disclosure of the final list of the qualified Active and Retired Employees and the maximum batch limit
Until 09/20/2018	Approval of the result and award of the Bid for the control transfer from ELETROACRE to the New Controller
Until 10/31/2018	Settlement of the Bid for the shareholding control transfer from ELETROACRE to the New Controller, with consequent capital increase by the New Controller
Until 11/01/2018	Start of the First Stage of the Offer to Active and Retired Employees, with opening of the period to deposit funds in the Custody Agent's account
Until 11/14/2018	End of the First Stage of the Offer to Active and Retired Employees
Until 11/19/2018	Settlement of the Shares Destined to the Active and Retired Employees from the First Stage of the Offer to Active and Retired Employees, in the terms of the B3 Manual of Offer Procedures to Active and Retired Employees
Until 11/26/2018	Disclosure of the definitive list of the Active and Retired Employees able to participate in the Second Stage of the Offer to Active and Retired Employees and the individual limits applicable to the Second Stage.
Until 11/29/2018	Start of the Second Stage of the Offer to Active and Retired Employees, with opening of the period to deposit funds in the Custody Agent's account
Until 12/10/2018	End of the Second Stage of the Offer to Active and Retired Employees
Until 12/14/2018	Settlement of the Shares Destined to the Active and Retired Employees from the Second Stage of the Offer to Active and Retired Employees, in the terms of the B3 Manual of Offer Procedures to Active and Retired Employees
Until 12/14/2018	Disclosure of the definitive list of the Active and Retired Employees who acquired shares within the scope of the Offer to Active and Retired Employees
Until 12/14/2018	Disclosure of the shares left from the Offer to Active and Retired Employees
Until 12/21/2018	Submission by ELETROACRE of the respective Subscription Bulletins to Active and Retired Employees who have acquired shares within the scope of the Offer to Active and Retired Employees
Until 01/20/2019	End of the period for Preemptive Right, as well as end of the deadline to submit the respective Subscription Bulletin and proof of deposit payment of the subscribed shares
Until	Settlement of the share left from the Offer to Active and Retired Employee,

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02/14/2019	to be acquired by the New Controller
To be defined by the New Controller	Extraordinary General Assembly Meeting for approval of the capital increase made by the New Controller

17.2. **The Schedule above can be rectified by the bid committee during this Offer to Active and Retired Employees.** Any changes in the Schedule will be timely and duly disclosed to the interested parties.

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ELETROACRE'S COUNTERPART
PPI PUBLIC NOTICE NO[]
OFFER TO ACTIVE AND RETIRED EMPLOYEES
ANNEX I – Request for Qualification in the Offer

This request shall be read and understood in the terms of the provisions in the Manual for Share Offer to Active and Retired Employees.

EMPLOYEE/RETIRED PEMPLOYEE'S NAME		
COMPANY		REGISTER No.
ADDRESS		
HEADQUARTERS	Zip Code	TEL
CITY/STATE		
DATE OF BIRTH	PROFESSION	
PIS/PASEP	NIT	NIS
CPF	IDENT. DOC. No.	ISSUING BODY
CURRENT BOND	ACTIVE	RETIRED ON __/__/____
PLACE:		DATE:
SIGNATURE:		

The Active or Retired Employee hereby agrees and expressly declares to authorize ELETROACRE and/or any third party indicated by ELETROACRE to practice all acts and sign all documents and instruments necessary for the due transposition of the record of all and any Shares acquired in the terms hereof by the Active or Retired Employee to the ELETROACRE corporate books, granting all necessary powers for this purpose to them for ELETROACRE and/or any third party indicated by ELETROACRE to be able to withdraw such Shares from the Deposit Center of B3 and record them in the corporate books of ELETROACRE within 10 (ten) business days from the date of Settlement of the Share Offer to Active and Retired Employees, in the terms hereof and of the B3 Instruction Manual, as well as to publish, whenever necessary, the Employee's or the Retired Person's name and the number of acquired shares with the purpose to provide publicity to the privatization process.

IT IS NECESSARY TO NOTARIZE THE SIGNATURE BY AUTHENTICITY, IF THE FORM IS NOT DELIVERED PERSONALLY TO ELETROACRE.

RECEIPT PROTOCOL

Signature of the Responsible Person from ELETROACRE

Name:

Document:

The following documents, authenticated or simple copies upon presentation of the corresponding original, shall be attached to the form with the request for qualification:

- Active employees:
 - a) Official Identification Document containing a photo.
- Retired employees:
 - a) Official Identification Document containing a photo;
 - b) Retirement Concession Letter issued by the National Social Security Institute (INSS);
 - c) CNIS Excerpt;
 - d) Social Security Card. (a copy of the pages containing the photo, hiring and contract termination related to ELETROACRE).

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ACTIVE/RETIRED EMPLOYEE'S COUNTERPART

PPI PUBLIC NOTICE NO. []

OFFER TO ACTIVE AND RETIRED EMPLOYEES

ANNEX I – Request for Qualification in the Offer

This request shall be read and understood in the terms of the provisions in the Manual for Share Offer to Active and Retired Employees.

EMPLOYEE/RETIRED EMPLOYEE'S NAME		
COMPANY		REGISTER No.
ADDRESS		
HEADQUARTERS	Zip Code	TEL
CITY/STATE		
DATE OF BIRTH	PROFESSION	
PIS/PASEP	NIT	NIS
CPF	IDENT. DOC. No.	ISSUING BODY
CURRENT BOND	ACTIVE	RETIRED ON __/__/____
PLACE:		DATE:
SIGNATURE:		

The Active or Retired Employee hereby agrees and expressly declares to authorize ELETROACRE and/or any third party indicated by ELETROACRE to practice all acts and sign all documents and instruments necessary for the due transposition of the record of all and any Shares acquired in the terms hereof by the Active or Retired Employee to the ELETROACRE corporate books, granting all necessary powers for this purpose to them for ELETROACRE and/or any third party indicated by ELETROACRE to be able to withdraw such Shares from the Deposit Center of B3 and record them in the corporate books of ELETROACRE within 10 (ten) business days from the date of Settlement of the Share Offer to Active and Retired Employees, in the terms hereof and of the B3 Instruction Manual, as well as to publish, whenever necessary, the Employee's or the Retired Person's name and the number of acquired shares with the purpose to provide publicity to the privatization process.

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