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ANNEX 10

B3 PROCEDURES MANUAL FOR OFFERS TO EMPLOYEES AND RETIREES

PUBLIC NOTICE OF AUCTION Nº 2/2018 – PPI/PND

**PUBLIC UTILITY CONCESSION FOR ELECTRICITY DISTRIBUTION
ASSOCIATED WITH THE DIVESTMENT OF SHARES IN THE ELECTRICITY
DISTRIBUTORS:**

- (I) AMAZONAS DISTRIBUTOR DE ENERGIA S.A.;**
- (II) BOA VISTA ENERGIA S.A.;**
- (III) COMPANHIA DE ELETRICIDADE DO ACRE;**
- (IV) COMPANHIA ENERGÉTICA DE ALAGOAS;**
- (V) COMPANHIA ENERGÉTICA DO PIAUÍ;**
- (VI) CENTRAIS ELÉTRICAS DE RONDÔNIA S.A.**

SÃO PAULO, 18 DE JUNHO DE 2018

B3 S.A. – BRASIL, BOLSA, BALCÃO

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INTRODUCTION

This manual is informative in nature and complements ANNEX 9 Manual for Offers to Employees and Retirees, of the Public Notice. It sets out the stages of the Offer to Employees and Retirees, of the Auction for the divestment of the Object of the Auctions:

B3 shall report to the Bidding Committee each and every query related to provision of its service.

The final decisions of the Offer to Employees and Retirees are exclusively the responsibility of the Bidding Committee responsible for conducting the procedures, pursuant to the Public Notice.

B3 does not guarantee compliance with any obligation by the parties involved in the Offer to Employees and Retirees, Assigning Power, BNDES, Mais Energia B Consortium, Seller, Distributors, Applicants, Successful Bidders, Employees and Retirees, as the case may be, and is under no obligation to honor payments due from the parties involved in the Offer to Employees and Retirees, or to act as joint obligor of the defaulting party, and thus does not have to make any payment in their place.

B3 reiterates its advisory status in the Offer to Employees and Retirees. Therefore, its activity is limited to technical support regarding procedures inherent to the Offer to Employees and Retirees.

It is not incumbent upon B3 to be involved in activities that are essential for execution of the Offer to Employees and Retirees, neither shall it take a leadership role or make decisions that are non-delegable from stakeholders in the Offer to Employees and Retirees, with these being the exclusive prerogatives of the Assignor.

Neither shall B3 be involved: in the Capital Increase to be executed by the New Controller immediately following Settlement of the Auction nor, consequently, in the related Preemptive Right of Employees and Retirees; nor in the obligation to repurchase - on the part of the New Controller within a timeframe of 03 (three) years as of the signature date of the Contract - shares acquired by the Employees and Retirees of the Companies.

MANUAL FOR OFFERS TO EMPLOYEES AND RETIREES PREVAILS

Should there be inconsistencies between the provisions set forth herein and those of the Manual for Offers to Employees and Retirees of the Distributors, those set forth in the Manual for Offers to Employees and Retirees of the Distributors shall prevail.

DEFINITIONS AND ABBREVIATIONS

The definitions used in this manual are the same as those that apply for the Public Notice and the Manual for Offers to Employees and Retirees. Any new term that may come to be used in this manual does not substitute or invalidate the terms used in the Public Notice and in the Manual for Offers to Employees and Retirees, which shall always prevail.

DOCUMENTATION OF THE OFFER

Documentation relative to the Offer to Employees and Retirees shall be provided pursuant to the provisions of the Public Notice and the Manual for Offers to Employees and Retirees

This manual is available in Portuguese on the B3 website, at http://www.bmfbovespa.com.br/pt_br/servicos/leiloes/especiais/.

CLARIFICATIONS OF THE MANUAL

During the proceedings described in the Manual for Offers to Employees and Retirees, all of the Custody Agents will be able to submit queries about stages of the Offer to Employees and

Retirees with B3 participation described in this manual, by telephone at +55 11 2565 4057 or by email at denise.lopes@b3.com.br; marcus.turano@b3.com.br and gilberto.kneif@b3.com.br.

Queries submitted to the abovementioned email addresses are not to be confused with any future motion to deny or any request for clarification of the Public Notice or the Manual for Offers to Employees and Retirees.

CONTRACTING THE CUSTODY AGENT

Regarding the Offer to Employees and Retirees, the employee or retiree must:

- Have a previously opened account with the Accredited Custody Agent or arrange the opening of this account, pursuant to the specific provisions of the Accredited Custody Agent;
- Consult the Accredited Custody Agent about the documentation required for reservation in the Offer to Employees and Retirees.

INVESTMENT CLUB

Accredited Custody Agents may manage the Investment Clubs established for this transaction. If the Accredited Custody Agent is authorized by the Securities and Exchange Commission of Brazil (CVM) to manage the Investment Club, it must register the Investment Club, pursuant to the regulations. In this way each Investment Club shall receive a different customer code with the Accredited Custody Agent. B3 shall provide these codes prior to the distribution period and in the electronic files at the moment that the reservation requests are made. To this end, the Annex C – Investment Club Authorization Contract Form must be submitted.

If the Accredited Custody Agent manager of the Investment Clubs contracts an institution to perform the role of Custody Agent (third party) it must register the Investment Club, under its own custody account and inform the Accredited Custody Agent the customer codes attributed to the Investment Club. The Accredited Custody Agent, for its part, shall inform B3 of these codes.

Reservations on behalf of shareholders of the Investment Clubs can only be made by Accredited Custody Agents that have executed the registration and accreditation procedure of the respective Investment Club.

For inclusion of shareholders' reservations in Investment Clubs only the IRCA file may be used.

For inclusion of Investment Club reservations, only ANNEX C – Term of Accreditation for Investment Club Authorization shall be filled out, by the Accredited Custody Agent.

Annex C must be sent to the electronic addresses contained in this manual, after being filled out by the Accredited Custody Agent.

ELECTRONIC AUTHORIZATION OF THE CUSTODY AGENTS

The Accredited Custody Agents must become authorized electronically, filling out Annexes A and B – Authorization of Accredited Custody Agent through the DDA system itself, at the “RESERVAS – ADESAO E HABILITAÇÃO DE PARTICIPANTE” menu.

PROCEDURES

RESERVATION REQUEST

Employees and Retirees' reservation procedures begin as of the customer making a reservation by filling out ANNEX D – Reservation Request and submitting it to the Accredited Custody Agents.

The Accredited Custody Agents shall register these reservations, containing all data that will be used subsequently during Settlement of the Offer to Employees and Retirees. Reservations are grouped and passed along to B3 by file or directly by screen in the DDA system, from 8:00 a.m. to 20:15 p.m. of the period foreseen in the timetable.

REQUEST VALIDATION

Upon receiving the files, B3 will match reservation requests in real time, seeking compliance with the determinations established in the Offer to Employees and Retirees documentation.

DESCRIPTION OF THE EMPLOYEES AND RETIREES OFFER

In the Offer to Employees and Retirees of the Distributors, shares shall be offered in accordance with the Manual for Offers to Employees and Retirees.

Each Employee and Retiree will be able to acquire the quantity of shares in accordance with the list of authorized Employees and Retirees to be published by the Bidding Committee, as set forth in the Manual for Offers to Employees and Retirees.

All of the values, permitted quantities, full names and CPF taxpayer number of the Employees and Retirees for the settlements executed within the scope of the Offer to Employees and Retirees of the Distributors, shall be submitted to B3 by BNDES.

To this end the UNIT concept may be used, whereby assets are composed of more than one class of security. For example: (i) a composite of ordinary shares; and (ii) a composite of ordinary shares and preferred shares.

CRITERIA FOR PARTICIPATION IN THE EMPLOYEES AND RETIREES OFFER

Any Employee or Retiree who wishes to take part in the Offer to Employees and Retirees, independently of the quantity of shares they intend to acquire through this Offer to Employees and Retirees, must:

- posses valid and up-to-date registration with an Accredited Custody Agent, to be able to execute all of the necessary activities with B3;
- have been considered authorized in accordance with the criteria of the Manual for Offers to Employees and Retirees.

BNDES shall provide B3 with the necessary data, including maximum quantity per CPF taxpayer number, of the qualified Employees and Retirees. In the case of an Investment Club, the Custody Agent that represents it shall provide B3 with the necessary data, including maximum quantity per CPF taxpayer number, of the Employees and Retirees of which the club is comprised.

FORMS OF PARTICIPATION IN THE EMPLOYEES AND RETIREES OFFER

Employees and Retirees shall be permitted to participate in the Offer to Employees and Retirees directly and indirectly:

- Directly upon registration of the individual directly with an Accredited Custody Agent; or

- Indirectly, in the form of an Investment Club, as set forth in art. 29 of Law nº 9.491, of September 9, 1997. Each Investment Club shall have, pursuant to the applicable legislation, at least three and at most 50 participating investors, all of whom must be authorized Employees and Retirees.

The Offer to Employees and Retirees:

- The 1st Offer is open for participation by all authorized Employees and Retirees, all of whom may buy a maximum quantity of shares, in lots. This maximum quantity is defined in the Manual for Offers to Employees and Retirees; and
- A second Offer may occur if there are unsubscribed shares from the 1st Offer, denominated Unsubscribed Shares, in which only the Employees and Retirees who participated in the 1st Offer may take part. The procedure for distribution of the quantity of shares, in lots, of this offer is defined in the Manual for Offers to Employees and Retirees.

There will be two methods in the 1st Offer:

- Type 11 method – Cash purchase by Employees and Retirees in the 1st Offer: Direct purchase by the individual. For this method the following rules shall apply:
 - Reservations must be made for full share lots;
 - Minimum limit: 01 (one) share lot per CPF individual taxpayer number;
 - Maximum limit: is the maximum quantity of share lots per CPF as set forth in the procedures defined in the Manual for Offers to Employees and Retirees;
 - Adhesion of every investor by a single Accredited Custody Agent;
 - ISIN of the security.
- Type 12 method – Cash purchase by Employee and Retiree Investment Clubs in the 1st Offer: Indirect purchase. For this method the following rules shall apply:
 - Reservations must be made for full share lots;
 - Minimum limit: 01 (one) share lot per shareholder's CPF;
 - Maximum limit: is the maximum quantity of share lots per CPF as set forth in the procedures defined in the Manual for Offers to Employees and Retirees;
 - Adhesion of every investor by a single Accredited Custody Agent and Investment Club;
 - ISIN of the security.

There will also be two methods in the second Offer:

- Type 21 method – Cash purchase by Employees and Retirees in the 2nd Offer, Unsubscribed Shares: Direct purchase by the individual. In this method the following rules shall apply:
 - Reservations must be made for full share lots;
 - Minimum limit: 01 (one) share lot per CPF, in accordance with the distribution of unsubscribed shares;
 - Maximum limit: is the maximum quantity of share lots per CPF as set forth in the procedures defined in the Public Notice;
 - Adhesion of every investor by a single Accredited Custody Agent;
 - ISIN of the security.
- Type 22 method – Cash purchase by Employee and Retiree Investment Clubs in the 2nd Offer, Unsubscribed Shares: Indirect purchase. In this method the following rules shall apply:
 - Reservations must be made for full share lots;
 - Minimum limit: 01 (one) share lot per CPF individual taxpayer number, in accordance with the distribution of unsubscribed shares;

- Maximum limit: is the maximum quantity of share lots per CPF as set forth in the procedures defined in the Public Notice;
- Adhesion of every investor by a single Accredited Custody Agent;
- ISIN of the security.

If in the 1st Offer an Accredited Custody Agent makes the reservation request of an investor using the type 11 method, B3 will verify, based on information submitted in the offer documentation provided by the Distributors, whether the investor is an authorized Employee or Retiree.

In the case of offers registered in the type 12 method, the Accredited Custody Agents must effectively ensure that the shareholders are authorized Employees and Retirees of the Distributors.

In the 2nd Offer, Employees and Retirees may only enter bids, directly or indirectly, if they have effectively settled purchases executed in the 1st Offer.

ALLOCATION PROCEDURES FOR THE EMPLOYEES AND RETIREES OFFER

The following procedures shall be executed in the Offer to Employees and Retirees of share lots of the above described Distributors:

- In the 1st Offer, for all authorized Employees and Retirees that opt for any of the methods, whether direct or indirect or type 11 and 12 methods, there shall be equal and successive delivery made of 01 (one) share lot among all of the Employees and Retirees who made valid Reservation Requests up to the individually requested quantity or limited to the maximum quantity of share lots.
- In the 2nd Offer the Employees and Retirees may participate only if they settled the purchases made in the 1st Offer, with the limited quantity of share lots described in the Manual for Offers to Employees and Retirees, and if they have opted for type 21 and type 22 methods.

SETTLEMENT OF THE OFFER TO EMPLOYEES AND RETIREES

Prior to Settlement, the totality of shares demanded in the Offer shall be deposited into the sellers' custody accounts with the B3 Central Securities Depository. On the day of the Settlement of the Offer to Employees and Retirees, B3 shall execute cash settlement and physical delivery of the transaction's securities.

B3 executes delivery-versus-payment by coordinating the transfer of securities and financial resources at the Central Securities Depository and at the Reserve Transfer System (STR), respectively.

Transfers of financial resources at the STR do not constitute B3's multilateral net balance in financial resources and are executed by LTR messages. On the settlement date, in accordance with the Timetable, delivery-versus-payment follows the stages described below, considering the reserve information sent to B3:

- B3, through LTR0001, informs the Accredited Custody Agents' Settlement Banks of the the financial value to be paid in regard to the securities acquired by their customers (Employees and Retirees);
- The Settlement Banks of the Accredited Custody Agents confirm, by LTR0002, the financial value to settle;
- The Settlement Banks of the Accredited Custody Agents transfer, via LTR0004, the financial resources to the B3 Settlement Account at the STR;
- **B3** transfers the resources, by LTR0005, to the Settlement Bank of the Sellers and, concomitantly, transfers the securities to the Custody Account of the buying Employees and Retirees.

Should the payment not be made or should the Settlement Bank of the Accredited Custody Agent not meet the established deadlines, B3 shall announce that the transaction was not settled.

DDA SYSTEM AND EXCHANGE OF FILES BETWEEN B3 AND ACCREDITED CUSTODY AGENTS

As announced in External Communication 071-2010 / DC, we reiterate that since September 1, 2010, there have been changes to the layouts of IRCA, ERCA, PRCA and CRCA:

- In the IRCA, ERCA and PRCA files, field 4 was substituted by Field 10, the new Offer Method field; and
- In the CRCA file, Field 3 was substituted by Field 12, the new Offer Method field.

The Asset Distribution System (DDA) has a User's Manual so that Participants in transactions can make reservations swiftly and in security as well as being able to consult specific files.

This User's Manual is available in Portuguese on the BVMFNET webpage, at *Manuais → Registro de Ativos – DDA: Distribuição de Ativos*.

Files exchanged between **B3** and the Participants may be consulted in their respective layouts, also at BVMFNET at *Manuais → Manuais SISAR → Agentes de Custódia → Oferta de Ativos em Balcão Organizado*.

ANNEX A – ADHESION CONTRACT FORM

Available upon electronic authorization of the DDA at the menu "reservas – adesão e habilitação de participante".

[place], [date] [month] [year].

To B3 S.A – Brasil, Bolsa, Balcão.

CONTRACT FORM FOR ADHESION TO THE B3 PROCEDURES MANUAL ADOPTED FOR THE **DISTRIBUTORS' SHARE DISTRIBUTION TRANSACTION.**

1. Pursuant to the provisions of the private instrument hereof and pursuant to law, [*Corporate Name of the Accredited Custody Agent*], headquartered in the city of [.] , at Rua [.] , CNPJ corporate taxpayer nº [.] , herein represented by its undersigned legal representative expressly declares that it understands and accepts all of the provisions contained in the B3 Procedures Manual for Offers to Employees and Retirees in the share distribution transaction of the Distributors ("TRANSACTION"), thus adhering to the aforementioned document.
2. The Adhesion Contract Form hereof will be valid until the TRANSACTION is completely finalized.
3. The adherent may rescind the Adherence Contract Form hereof, communicating such to B3 in writing with at least 5 (five) days prior Public Notice and conditional upon having settled all unfinished business related to the TRANSACTION.
4. If there are inconsistencies between this document and the PUBLIC NOTICE, the provisions of the PUBLIC NOTICE shall prevail.
5. The Accredited Custody Agent agrees with and expressly declares that it is aware of all of the terms and conditions of the PUBLIC NOTICE OF AUCTION N° 2/2018 – PPI/PND and that its customer the Employee or Retiree authorizes the Distributors and/or any third party designated by them to execute all of the activities and sign all of the documentation and instruments necessary for the due transfer of registration of all and any Shares acquired pursuant to the provisions of the present Offer to the Employee or Retiree, to the corporate books of the Distributors, thus granting all of the necessary powers for the Distributors and/or any third party designated by them to remove such Shares from their custody account with the B3 Central Securities Depository and register them in the corporate books of the Distributors, within 10 business days, counted as of the date of the Settlement of the First Offer to Employees and Retirees, pursuant to the provisions of the Manual for Offers to Employees and Retirees and the B3 Procedures Manual for Offers to Employees and Retirees, as well as publish, whenever necessary, the name of the Employee or Retiree and the number of shares acquired in order to grant publicity to the privatization program.

Signatures of the legal representatives of the Accredited Custody Agent.

[Names of the legal representatives of the Accredited Custody Agent]
[Corporate Name of the Accredited Custody Agent]

Witnesses:

Name:
R.G.:

Name:
R.G.:

ANNEX B – PARTICIPANT’S CONTACT DATA

Available upon the electronic authorization of the DDA at the menu “reservas – adesão e habilitação de participante.”

[place], [date] [month] [year].

To B3 S.A – Brasil, Bolsa, Balcão.

INFORMATION ABOUT PARTICIPATION IN THE DISTRIBUTION OF SHARES OF THE DISTRIBUTORS.

Dear Sirs,

We request inclusion as a participant in the transaction in question and submit our data:

CORPORATE NAME:
CNPJ:
Code at B3 as a Custody Agent:

Contacts:

Name:
Email:
Telephone:

Name:
Email:
Telephone:

Signatures of the legal representatives, to B3, of the Accredited Custody Agent.

[Names of the legal representatives of the Accredited Custody Agent]
[Corporate Name of the Accredited Custody Agent]

ANNEX C – INVESTMENT CLUB AUTHORIZATION CONTRACT FORM

Submit solely by electronic address to all of the contacts contained in the manual.

[place], [date] [month] [year].

To B3 S.A – Brasil, Bolsa, Balcão.

INFORMATION ABOUT PARTICIPATION IN THE DISTRIBUTORS' OFFER TO EMPLOYEES AND RETIREES

Dear Sirs,

We request inclusion of the following club(s) in the transaction in question:

Investment Club:

CORPORATE NAME:

CNPJ:

Investment Club Administrator:

CORPORATE NAME:

CNPJ:

Custody Agent:

CORPORATE NAME:

CNPJ:

Code at B3 as a Custody Agent:

Code of the Investment Club in the account of the Custody Agent at B3:

Contacts:

Name:
Email:
Telephone:

Name:
Email:
Telephone:

Signatures of the legal representatives, to B3, of the Accredited Custody Agent.

[Names of the legal representatives of the Accredited Custody Agent]
[Corporate Name of the Accredited Custody Agent]

ANNEX D – RESERVATION REQUEST

Document submitted by the Employee or Retiree to its Accredited Custody Agent.

[place], [date] [month] [year].

To the Accredited Custody Agent.

RESERVATION REQUEST FOR THE DISTRIBUTION OF SHARES OF THE DISTRIBUTORS.

Dear Sirs,

We request inclusion of the reservation request in the B3 system in the transaction in question and hereby submit the data:

Full name of the Employee or Retiree:			
CPF/MF:			
ID:		Issuer:	

Form of Participation:		
<input type="checkbox"/>	Individual	
<input type="checkbox"/>	Investment Club	
	Name of the club:	

Distributor granting authorization:		
<input type="checkbox"/>	AMAZONAS ENERGIA - Amazonas Distributor de Energia S.A.	02.341.467/0001-20
<input type="checkbox"/>	BOA VISTA - Boa Vista Energia S.A.	02.341.470/0001-44
<input type="checkbox"/>	CEAL - Companhia Energética de Alagoas	12.272.084/0001-00
<input type="checkbox"/>	CEPISA - Companhia Energética do Piauí	06.840.748/0001-89

- | | |
|---|--------------------|
| <input type="checkbox"/> CERON - Centrais Elétricas de Rondônia S.A. | 05.914.650/0001-66 |
| <input type="checkbox"/> ELETROACRE - Companhia de Eletricidade do Acre | 04.065.033/0001-70 |

Select only one Distributor.

<input type="checkbox"/> First Offer	<input type="checkbox"/> Second Offer
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<input type="checkbox"/> Original request	<input type="checkbox"/> Rectification request
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A – Quantity of lots:	unit(s).
B – Price per lot:	R\$ 0.01 (one cent of a Brazilian Real).
C – Total price of the offer (A x B):	R\$

Write out numeric values and numbers in full, for example: 100 (one hundred) units and R\$ 1.00 (one Brazilian Real).

The Employee or Retiree hereby accepts and expressly declares that it understands all the terms and conditions of the PUBLIC NOTICE OF AUCTION N° 2/2018 – PPI/PND and authorizes the Distributors and/or any third party that they designate, to execute any and all activity and to sign all the documents and instruments necessary for the due transfer of registration of any and all Shares acquired pursuant to the provisions of this Offer by the Employee or Retiree to the corporate books of the Distributors, to which end granting them the necessary powers for the Distributors and/or any third party designated by them to remove such Shares from their custody account with the B3 Central Securities Depository and register them in the corporate books of the Distributors, within a deadline of ten (10) business days as of Settlement date of the First Offer to Employees and Retirees, pursuant to the provisions of the Manual for Offers to Employees and Retirees and the B3 Procedures Manual for Offers to Employees and Retirees, as well as publish, whenever necessary, the name of the Employee or Retiree and the number of shares acquired in order to grant publicity to the privatization program.

Signature of the Employee or Retiree.

[Name of the Employee or Retiree]