

**NOTICE TO MARKET REGARDING OFFERING MODIFICATION AND  
WITHDRAWAL PERIOD FOR SHAREHOLDERS WITHIN THE SCOPE OF THE  
PUBLIC OFFERING FOR PRIMARY DISTRIBUTION OF COMMON SHARES  
ISSUED BY**



**ENEVA S.A.**

Publicly-Held Company

**CVM Code No. 21237**

CNPJ/MF No. 04.423.567/0001-21 / NIRE 33.3.0028402-8

Praia de Botafogo, No. 501, Block 1, 2<sup>nd</sup> and 4<sup>th</sup> floors, Botafogo, ZIP Code 22250-040, Rio de Janeiro, RJ

**ISIN Code: "BRENEVACNOR8"**

**B3 Trading Code: "ENEV3"**

**ENEVA S.A.**, a corporation, registered as a publicly-held company with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* or "CVM"), as issuer of securities (B3: ENEV3) ("Company"), together with BTG Pactual Investment Banking Ltda. ("Lead Underwriter"), Itaú BBA Assessoria Financeira S.A. ("Itaú BBA") and Banco Bradesco BBI S.A. ("Bradesco BBI") and, together with the Lead Underwriter and Itaú BBA, ("Underwriters"), as intermediary institutions, within the scope of the public offering for the primary distribution of common shares, all nominative, book-entry, without par value, free and clear of any liens or encumbrances, issued by the Company ("Shares"), hereby announce, pursuant to CVM Resolution No. 160, of July 13, 2022 ("CVM Resolution 160"), the modification of the Offering, as described below, and the consequent opening of the Withdrawal Period (as defined below) ("Offering Modification").

**1. Riser Failure**

As per the material fact disclosed by the Company on October 7, 2024, on that date, a failure was identified in the connection pipe ("Riser") of the FSRU (floating storage and regasification unit) to the maritime gas pipeline that guarantees gas supply to Sergipe Hub, temporarily preventing natural gas flow, available in the FSRU, to the Porto de Sergipe I Thermal Power Plant ("Porto de Sergipe I TPP") and to the natural gas network ("Riser Material Fact").

So far, studies are underway to evaluate the extent and duration of the event, which will be definitively resolved with the replacement of the Riser with the spare unit available in Sergipe Hub's inventory, which is dependent on the hiring of specialized service providers, thus not making it possible to estimate a deadline for the resolution of the event at the present time.

Actions to mitigate and guarantee the operation of Porto de Sergipe I TPP and the fulfillment of all gas supply contracts and commitments, including the utilization of the connection to the TAG gas pipeline, are being carried out.

## **2. Opening of Withdrawal Period**

As a result of the Offering Modification, the Company and the Underwriters hereby announce that:

- (i) Pursuant to the provisions of article 67, second paragraph, and article 69 of CVM Resolution 160, shareholders who have submitted a Priority Subscription Request may withdraw their respective Priority Subscription Requests, from October 8, 2024, including, until 5 p.m. of October 14, 2024, including ("Withdrawal Period"), and must inform the respective Custody Agent that has received their Priority Subscription Request of their decision (by means of an electronic message or correspondence sent to the address of such Custody Agent).
- (ii) If the Shareholder does not inform, in writing, its decision to withdraw the respective Priority Subscription Request under the terms of item (i) above, such Priority Subscription Request shall be deemed valid and the Shareholder shall pay the total amount of its investment, in accordance with the terms and conditions of the material fact disclosed by the Company on October 1<sup>st</sup>, 2024 ("Material Fact of the Offering").
- (iii) In the event that the Shareholder has already made the payment and withdraws from the respective Priority Subscription Request, under the terms of this item 2, the amounts deposited will be returned without any remuneration, interest or monetary correction, without reimbursement of costs incurred and with deduction of any taxes or fees that may be levied (including, without limitation, any applicable taxes on financial transactions, on the amounts paid due to IOF/Exchange Tax and any other taxes that may be created, as well as those whose current rate may be increased), within a period of up to 3 (three) Business Days from the request for cancellation of the respective Priority Subscription Request.
- (iv) The Underwriters shall place the Shares (considering the Additional Shares) under a firm settlement guarantee, individually and not jointly and severally, in the proportion and up to the individual limits assumed by each of the Underwriters and under the terms of the other provisions set forth in the Placement Agreement, considering that within the scope of the Partners Alpha Subscription Commitment (which includes the obligation to settle all Shares allocated to it until the closing of the Offering), the Shares will be subscribed and settled by Partners Alpha (including the Shares of the Priority Offering that will be allocated as a result of the manifestation of withdrawal and any Additional Shares) and will not be subject to the Firm Settlement Guarantee.

### 3. Estimated Offering Timetable

As a result of the aforementioned changes, the estimated timetable for the Offering has been amended to include the Withdrawal Period, without any additional changes:

#	Event	Date / Estimated Date <sup>(1)</sup>
1.	First Priority Offering Cut-off Date	September 30 <sup>th</sup> , 2024
	Meeting of the Board of Directors approving the Offering (started on September 30, 2024 and concluded on October 1, 2024)	
	Disclosure of the Notice to the Market	
	Filing for automatic registration with the CVM	
2.	Start of the Bookbuilding Procedure	October 1 <sup>st</sup> , 2024
	Disclosure of the Material Fact of the Offering	
	Start of roadshow presentations <sup>(2)</sup>	
	Date for Submission of Investment Intentions by Related Persons	
	Start of the Priority Rights Assignment Period	
3.	Start of the Priority Offering Subscription Period	October 2 <sup>nd</sup> , 2024
	Second Priority Offering Cut-off Date	
4.	Deadline for Priority Rights Assignment	October 7 <sup>th</sup> , 2024
	<b>Disclosure of Riser Material Fact (after market closure)</b>	
	<b>Disclosure of this Modification Notice (before market opening)</b>	
	<b>New disclosure of the Notice to the Market (before market opening)</b>	
5.	<b>Start of the Withdrawal Period</b>	October 8 <sup>th</sup> , 2024
	Closure of the Priority Offering Subscription Period	
	Closure of roadshow presentations	
	Closure of the Bookbuilding Procedure	
	Meeting of the Board of Directors approving, among other matters, the setting of the Price per Share, the Company's capital increase and the ratification of the capital increase under the Offering	
6.	Signing of the Placement Agreement, the International Placement Agreement and other agreements related to the Offering	October 10 <sup>th</sup> , 2024
	Registration of the Offering by the CVM	
	Disclosure of the Material Fact on the Price per Share	
	Disclosure of the Notice of Commencement	
7.	<b>Closure of the Withdrawal Period (until 5 p.m.)</b>	October 14 <sup>th</sup> , 2024
	Start of trading of the Shares on B3	
8.	Shares Settlement Date at B3	October 15 <sup>th</sup> , 2024
9.	Closing Notice Deadline	April 10 <sup>th</sup> , 2025

<sup>(1)</sup> All dates set for future events are merely indicative and are subject to alterations, suspensions, extensions and anticipations without prior notice, at the discretion of the Company and the Underwriters. In addition, this schedule may be altered in the event of changes in circumstances, revocation or modification of the Offering. Any changes to the Offering schedule will be disclosed by means of an announcement on the Company's, CVM's and B3's websites.

<sup>(2)</sup> The Company and the Underwriters will make presentations to potential investors (roadshows) in Brazil and abroad. .

#### **4. Additional Information**

All terms beginning with capital letters that are not defined herein shall have the same meanings attributed to them in the Material Fact of the Offering.

The Company and the Underwriters hereby inform that, except for the content disclosed in this Modification Notice, the terms, conditions and dates of the Offering remain unchanged, as set out in the Material Fact of the Offering.

Any announcements to the Shareholders and the market related to the Offering, including any changes to the Offering schedule indicated in item 3 above, will be disclosed by means of a notice to the market or material fact on the websites of the CVM ([www.gov.br/cvm](http://www.gov.br/cvm)), B3 ([www.b3.com.br](http://www.b3.com.br)) and the Company ([ri.eneva.com.br/](http://ri.eneva.com.br/)).

**ANY FURTHER INFORMATION OR CLARIFICATION ON THE COMPANY AND THE OFFERING MAY BE OBTAINED FROM THE UNDERWRITERS AND THE CVM.**

**CONSIDERING THAT THE OFFERING IS SUBJECT TO THE AUTOMATIC DISTRIBUTION REGISTRATION RITE, THE REGISTRATION OF THE OFFERING DOES NOT REQUIRE PRIOR ANALYSIS BY THE CVM. ACCORDINGLY, THE DOCUMENTS RELATING TO THE OFFERING, AS WELL AS ITS TERMS AND CONDITIONS, HAVE NOT BEEN REVIEWED BY THE CVM, INCLUDING, WITHOUT LIMITATION, ALL THE OFFERING DOCUMENTS AND THIS MODIFICATION NOTICE.**

Rio de Janeiro - October 8, 2024.

**Marcelo Campos Habibe**

Cheif Financial and Investor Relations Officer