



ENEVA S.A.

Corporate Taxpayer: 04.423.567/0001-21

Publicly-Held Company

1. PURPOSE

The Policy of Authorization Limits ("Policy") has the purpose of establishing the authorization limits for the approval of certain matters under the jurisdiction of the Board of Directors of Eneva S.A. ("Eneva" or "Company"), pursuant to article 16 of its Bylaws, as well as to determine the guidelines applicable to the authorization limits of the Company's Board of Officers.

2. SCOPE

This Policy applies to all Eneva's employees, including employees of its subsidiaries, joint ventures and associated companies in which in which control is held by ENEVA.

3. DEFINITIONS

Authorization Limit – limitation of decision-making jurisdiction for the Company's Board of Directors on certain topics and issues.

Jurisdiction – authority to act or decide on a certain matter and or the responsibility inherent in such acts.

Strategic Consulting – for the purposes of this Policy, services that aim to provide specialized advice to the business area regarding practices that may be applied to identify and solve problems and/or improve business operations shall be defined as strategic consultancy. Outsourcing services (BPO), financial advisory for structuring M&A transactions, fundraising, financing structuring and capital increase, in addition to technical consultancy for E&P activities shall not be considered as Strategic Consulting for the purposes of this Policy, and the person responsible shall adhere to the limits indicated in item 4.1. of this Policy.

Statutory Board – for the purposes of this Policy, it is defined as the collective body comprising all the statutory officers, elected by the Company's Board of Directors.

Executive Board – for the purposes of this Policy, it is defined as the collective body comprising all executive officers, including statutory and non-statutory officers.



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4. GUIDELINES

This Policy must be read and interpreted along with the Bylaws, the Company's Delegation of Authority Guideline and the applicable legislation. In case of conflict, the provisions of the Company's Bylaws shall prevail.

For the purposes of this Policy, agreements and their respective disbursements shall not be fractioned for the effects of fitting in with this Policy.

In cases where the decision-making is based on a maximum estimated amount, there shall be no need to resubmit the issue for resolution, as long as the authorization limit of the approver is met.

4.1. JURISDICTION OF THE BOARD OF DIRECTORS

4.1.1. In addition to the duties set forth by law and Eneva's Bylaws, the responsibilities of the Board of Directors are:

- (i)** resolve on the contracting of goods and services by the Company or its wholly-owned subsidiaries, involving amounts exceeding one hundred and fifty million Brazilian reais (R\$ 150,000,000.00), including the provision of guarantees and hedge transactions linked to the main contracting, as well as any ancillary acts and agreements that may be necessary to enable the execution of investment projects, and the Company's operating activities. For the purposes of approving amendments, the authorization limit shall be that corresponding to the amount of the agreement added to the amount of all amendments, except for agreements that originally involve amounts exceeding one hundred and fifty million Brazilian Reais (R\$ 150,000,000.00). The execution of amendments to the transactions described in this item is allowed without the prior approval of the Board of Directors, in cases in which the amounts of the amendments correspond to 10% of the amount of the agreement, as long as they do not exceed the limit of up to fifty million Brazilian Reais (R\$ 50,000,000.00).



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- (ii)** resolve on the contracting of goods and services by the Company or its wholly-owned subsidiaries, involving amounts exceeding fifty million Brazilian reais (R\$ 50,000,000.00), including the provision of guarantees and hedge transactions linked to the main contracting, which have a corporate purpose and are not directly related to the execution of investment projects, and to the Company's operating activities. For the purposes of approving amendments, the authorization limit shall be that corresponding to the amount of the agreement added to the amount of all amendments, except for agreements that originally involve amounts exceeding one fifty million Brazilian Reais (R\$ 50,000,000.00). The execution of amendments to the transactions described in this item is allowed without the prior approval of the Board of Directors, in cases in which the amounts of the amendments correspond to 10% of the amount of the agreement, as long as they do not exceed the limit of up to twenty million Brazilian Reais (R\$ 20,000,000.00).
- (iii)** resolve on the contracting, by the Company or its wholly-owned subsidiaries, of Strategic Consultancies involving amounts exceeding ten million Brazilian reais (R\$ 10,000,000.00);
- (iv)** resolve on the contracting, by the Company or its wholly-owned subsidiaries, of attorney services involving amounts exceeding five million Brazilian reais (R\$ 5,000,000.00);
- (v)** resolve on the execution, by the Company or its wholly-owned subsidiaries, of donation or sponsorship agreements involving amounts exceeding ten million Brazilian reais (R\$ 10,000,000.00);
- (vi)** resolve on the participation, by the Company or its subsidiaries, in bidding processes, especially those related to the activities of electric energy generation and hydrocarbon exploration, involving amounts exceeding fifty million Brazilian reais (R\$ 50,000,000.00), as well as the acquisition of rights and obligations arising from concession agreements, production sharing agreements, energy trading agreements and the like, in addition to government ordinances and authorizing resolutions, authorizing the incorporation, acquisition of companies and/or interest in companies, directly or indirectly, in Brazil or abroad, or the formation of consortia with third



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parties and the execution of acts and agreements with other companies that are necessary to enable the main transaction, including the revision of the Company's annual budget affected by the main transaction;

- (vii)** resolve on the disposal, by the Company or its subsidiaries, of rights and obligations involving amounts exceeding fifty million Brazilian reais (R\$ 50,000,000.00), including, but not limited to, those arising from bidding processes, especially related to the activities of electric energy generation and hydrocarbon exploration, acquired through concession agreements, production sharing agreements, energy trading agreements and the like, in addition to government ordinances and authorizing resolutions, authorizing the extinction of companies and or interest in companies, directly or indirectly, in Brazil or abroad, or the termination of consortia with third parties and the execution of acts and agreements with other companies executed to enable the main transaction, including the revision of the Company's annual budget affected by the sale;
- (viii)** to ratify acts and agreements resulting from situations involving operational incidents of the Company and companies in which it is a partner, shareholder or consortium member, and also any other emergency situations, as defined in the Company's crisis management policies and procedures;
- (ix)** resolve on the contracting of transactions related to raising funds, loans, financing and any other form of indebtedness of the Company or its subsidiaries, as well as the formalization of structured transactions for financing projects or assets, including approving hedge transactions and guarantees linked to funding, involving amounts exceeding three hundred million Brazilian reais (R\$ 300,000,000.00), subject to the Company's leverage limits and the provisions related to the issuance of debentures provided for in the Company's Bylaws;
- (x)** resolve on the granting of security interest, personal guarantees or accommodation, in favor of the Company itself, of companies in which the Company is a partner or shareholder, or also, in favor of third parties involving amounts exceeding one hundred million Brazilian reais (R\$ 100,000,000.00);



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- (xi)** resolve on derivative transactions in favor of the Company itself or its subsidiaries, involving amounts exceeding fifty million Brazilian reais (R\$ 50,000,000.00);
- (xii)** resolve on the assumption of obligations or the execution of any legal transactions by the Company, or its subsidiaries, related to energy trading, including electric energy, gas, LNG, coal, hydrocarbons in general, among others, involving amounts exceeding six hundred million Brazilian Reais (R\$ 600,000,000.00), including provision of guarantees and hedge transactions linked to the main agreement and any ancillary acts and agreements that may be necessary to enable the main transaction, subject to the Company's risk limits;
- (xiii)** resolve on the participation of the Company, or its subsidiaries, in new businesses and undertakings of any nature, irrespective of the legal form adopted, including activities included in the Company's corporate purpose, involving investment amounts exceeding one hundred million Brazilian reais (R\$ 100,000,000.00), with the consequent and concomitant review of the Company's annual budget; and
- (xiv)** resolve on the strategic plan, the investment program and the annual budget of the Company and its subsidiaries, prepared and recommended by the Executive Board, as well as changes thereto involving amounts exceeding the greater of: (i) a variation of twenty-five percent (25%) of the originally approved amount; or (ii) two hundred and fifty million Brazilian Reais (R\$250,000,000.00).

4.1.2. No specific approvals are required from the Board of Directors for contracting and/or investments made and/or owed by the Company or any of its subsidiaries in consortia in which they participate, for which the specific budgets have been previously approved by the Board of Directors.

4.2. JURISDICTION OF THE BOARD OF OFFICERS

The Statutory Board shall be responsible for representing Eneva before third parties, ensuring the Company's regular operation and having the authority to perform any and all acts related to its corporate purposes, except those which, by law or the Company's bylaws, require prior



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approval from the Shareholders' Meeting or the Board of Directors. The Statutory Board is also responsible for monitoring and ensuring the enforcement of the Company's corporate policies.

The Company's Executive Board shall be responsible for resolving on all matters provided for in the Company's Delegation of Authority Policy, subject to the limits provided for in the Bylaws and this policy.

The Executive Board is also responsible for guiding the vote to be cast by the Company's representatives in the shareholders' meetings of the companies in which it participates as a partner or shareholder, within the limits provided for in the Company's Delegation of Authority Policy, in the respective bylaws or articles of incorporation, and in this policy.

5. GENERAL PROVISIONS

All members of the Company's Management, executives and employees are responsible for complying with the provisions of this Policy. Failure to comply with this Policy may impact the Company and shall be reported to the Compliance area and may imply the imposition of disciplinary measures, as provided for in the Company's Consequences Management Policy.

This Policy shall be effective as of the date on which the Shareholders' Meeting approves the amendment to the Company's Bylaws that establishes the jurisdiction of the Board of Directors to approve its implementation and any amendments.

The Board of Directors shall be responsible for performing the necessary reviews, updates, and amendments as required, but is not allowed to terminate this Policy.

6. REFERENCES

- Eneva S.A. Bylaws
- Eneva S.A Code of Ethics
- Eneva S.A. Delegation of Authority Guideline
- Eneva S.A. Consequences Management Guideline



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REVIEW AND APPROVAL

Review	Date	Description of updates
0	01/19/2023	Document creation.

Creation	Review	Approval
Juliana Kac Governance Manager	Mônica Bussière General Law Mgr. Thiago Freitas Legal Officer	Board of Directors