



**ENEVA S.A.**

CNPJ No. 04.423.567/0001-21

NIRE 33.3.0028402-8

*Public Listed Company*

**NOTICE TO THE SHAREHOLDERS**

**Rio de Janeiro, September 25, 2024 – ENEVA S.A.** (“Eneva” or “Company”) (B3: ENEV3), following up on the material facts disclosed on December 15, 2021, January 4, 2022, February 25, 2022, March 12, 2022, and the notices to the market disclosed on February 4, 2022, March 9, 2022 and March 16, 2022, at the scope of the business combination between Eneva and Focus Energia Holding Participações S.A (“Focus” and “Transaction”), hereby informs its shareholders and the market in general of the following.

**I. Contingent Installment**

As the market is aware, on March 11, 2022 (“Closing Date”), the Transaction was closed, involving, among other steps, the merger of Focus into Eneva II Participações S.A. (“Holding”), followed by the merger of Holding into Eneva, as set forth in the relevant instrument of protocol and justification signed on January 3, 2022 (“Protocol and Justification”).

In the context of the completion of the Transaction, which culminated in Focus' extinction, Focus shareholders registered as shareholders at the closing of the trading session on the Closing Date (including trades made on the Closing Date) (“Focus Shareholders - Base Date”), at the end:

- (i) received new common shares issued by Eneva, considering the exchange ratio of 0.189616476806 Eneva’s common shares for each share issued by Focus<sup>1</sup>; and
- (ii) were entitled to receive amounts corresponding to: (ii.1) gross amount of R\$ 8.17388440707 per share, effectively paid on March 21, 2022 (“Assured Portion”); and (ii.2) contingent amount, subject to the effective receipt, by Eneva or its subsidiaries, by December 31, 2027, of amounts and/or credits, net of taxes and expenses, arising from arbitration proceedings, in the USA, under the International Chamber of Commerce, in New York - NY, with Focus

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<sup>1</sup> Focus Shareholders – Base Date received 1 common share issued by the Holding for each Focus share held by them and, subsequently, new common shares issued by Eneva, considering the exchange ratio of 0.189616476806 Eneva’s common shares for each share issued by the Holding.

and certain subsidiaries as the Plaintiffs ("Arbitration Procedure") ("Contingent Portion")<sup>2</sup>.

The Assured Portion, as mentioned above, was effectively paid on March 21, 2022.

Regarding the Contingent Portion, Eneva informs that, as Focus' successor, reached an agreement together with Focus Shareholders and the other parties to the Arbitration Proceedings, on September 3, 2024, to close the Arbitration Proceedings and related discussions ("Settlement - Arbitration").

According to the terms of the Settlement - Arbitration, the counterparty to the Arbitration Proceeding agreed to pay Eneva an amount as compensation comprising the damages subject to the arbitration discussion, as well as the respective fees, costs and inflation adjustment ("Settlement Amount").

The payment schedule for the Settlement Amount to Eneva will be divided into four (4) installments, according to the dates below:

- (i) 35% of the Settlement Amount made on September 24, 2024;
- (ii) 21.65% of the Settlement Amount to be paid by December 4, 2024;
- (iii) 21.65% of the Settlement Amount to be paid by March 14, 2025; and
- (iv) 21.70% of the Settlement Amount to be paid by June 23, 2025;

The amount to be paid by Eneva to Focus Shareholders – Base Date as a result of the Settlement – Arbitration, will be made within fifteen (15) business days from the effective date of receipt of the installments of the Settlement as described above ("Payment Date") and shall follow the formula provided for in Item 15.5 of the Protocol and Justification (which considers the amounts received by Eneva, less taxes, expenses incurred by Eneva as a result of the Arbitration Proceeding and related discussions and any project adjustments).

In this regard, the Company clarifies that it is working out the exact amounts that Focus Shareholders - Base Date will be entitled to receive as part of the Contingent Portion and will disclose the information in due course by means of a new Notice to Shareholders.

## **II. Payment procedures**

The Company also informs that the payment of the installments corresponding to the Contingent Portion, the amounts of which will be disclosed by the Company in due course, shall follow the procedures below.

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<sup>2</sup> Focus Shareholders – Base Date received 1 compulsorily redeemable preferred share issued by the Holding for each share issued by Focus. Preferred shares issued by the Holding then received were compulsorily redeemed for the amounts indicated above.

Focus Shareholders – Base Data holding Focus shares in B3 environment:

For Focus Shareholders – Base Date who, on the Closing Date (March 11, 2022), had shares deposited with custodians in the stock exchange environment, the Company will credit, through B3 S.A. – Brasil, Bolsa, Balcão (“B3”), the corresponding amount, on the Payment Date of each installment, as follows:

- (i) For Focus Shareholders – Base Data having an active account (“Account”) on the Payment Date of each installment, payment will be made according to the address registered with the respective custody agent (“Custody Agent” or “Broker”) in which the shares were deposited on the Closing Date and in which they received the Assured Portion credit, or
- (ii) For Focus Shareholders – Base Date who no longer have the aforementioned active Account with the Broker, they shall, as the case may be: (ii.1) arrange for the reactivation of their Account directly with the Broker, by updating their registration and payment details and subsequently communicating the update to the Company by filling out and sending information via a form, available on the Company's Investor Relations website, in the Menu: “IR Services”, subsection “Focus Shareholders”, available at the link: <https://ri.eneva.com.br/en/acionistas-focus-en/> (“Form”) or (ii.2) reporting the new Custodian Agent to the Company through the Form, pursuant to the procedures determined by such agents. If there are any doubts during the process of updating registration data by Brokers, they may contact B3 for clarification, through the existing communication channels.

For receiving the payment relating to the first installment, Focus Shareholders - Base Date who fall under item (ii) above shall complete and update their registration with their respective Custodian Agent and inform Eneva by means of the Form about such update according to the procedure indicated above, by October 4, 2024. After this period, Focus Shareholders – Base Date will receive the amounts to which they are entitled only from the Payment Date of the subsequent installment. For clarification purposes, in this case, no inflation adjustment will take place between the date originally scheduled for payment of the respective installment and the actual Payment Date.

For Focus Shareholders – Base Date falling under item (ii) above who do not update the registration with its respective custodian agent and notifies Eneva via the Form about such update by the Payment Date of the last installment, they will only receive the amounts to which they are entitled through a payment order to be deposited in Banco Itaú, which will be available for withdrawal for a period of up to 720 days from the last Payment Date.

*Focus Shareholders – Base Data holding Focus shares in in book-entry environment:*

For Focus Shareholders – Base Date who were Focus shareholders and whose shares were held in custody in a book-entry environment, the Company will credit the amounts due on the Payment Date of each installment according to the bank domicile provided to Itaú Corretora de Valores Mobiliários S.A., the institution responsible for the bookkeeping of the Company's shares (“Bookkeeper”).

In case of the respective registration of Focus Shareholders - Base Date with the Bookkeeper is outdated, the respective amounts will only be credited after the registration has been updated, according to the procedures and periods determined by the Bookkeeper.

**III. Tax treatment**

Finally, the Company informs that the respective amounts paid as the Contingent Portion shall be subject to the following tax treatment:

- (i) Resident investors: gains earned by Focus Shareholders - Base Date who are resident in Brazil, including individuals and legal entities, investment funds and other entities, may be subject to income tax and other taxes, pursuant to the legal and regulatory rules applicable to each category of investor, and these investors shall consult their tax advisors and take direct responsibility for the payment of any potentially applicable taxes;
- (ii) Non-resident investors: As for Focus Shareholders – Base Date who are not resident in Brazil, Eneva clarifies that the Contingent Portion will already be paid net, as Eneva will withhold the taxes due under the applicable legislation.

**IV. Final comments**

Focus Shareholders - Base Date requesting further information or clarification on the payment of the Contingent Portion shall contact the Company's Investor Relations Department at the following e-mail address: [ri@eneva.com.br](mailto:ri@eneva.com.br).

The Company also reiterates that it will issue a new Notice to the Shareholders in due course, prior to payment, with information on the amounts due under the Contingent Portion.

**Marcelo Campos Habibe**  
Financial and Investor Relations Officer