

REVISION AND APPROVAL

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INDEX

1. PURPOSE	Erro! Indicador não definido.
2. APPLICATION	Erro! Indicador não definido.
3. PRINCIPLES	3
4. COMPENSATION COMPONENTS	Erro! Indicador não definido.
5. GENERAL PROVISIONS	Erro! Indicador não definido.
6. REFERENCES	7

1. PURPOSE

Eneva's Compensation Policy aims to provide competitive compensation in comparison with the market, capable of attracting, motivating and retaining highly qualified professionals, fostering the execution of the company's strategy and promoting sustainable returns, through a structure that rewards results and stimulates owner behavior.

2. APPLICATION

This document applies to all areas that make up ENEVA's organizational structure, including SPEs, joint ventures and related companies in which control is exercised by ENEVA. In other cases, the content of this document must be brought to the attention of your business partner(s) for analysis of the relevance of full or partial implementation.

3. PRINCIPLES

Our compensation is guided by principles aligned with our culture and behavior and is designed to directly reflect the economic and financial results achieved and the market value in the short and long terms.

Through our structure, we aim to:

3.1 Attract, motivate and retain highly qualified professionals

We are aware of the need to have an extremely talented and motivated team and, in order to ensure a competitive compensation capable of attracting and retaining these people, annually, we compare our compensation with the market through surveys and benchmarking. In this way, we offer our employees a total compensation placed around the third quartile of the market.

We work with transparency and clarity and, through technology, we allow all our employees to know their salary position in comparison with the market. Likewise, our managers have access to this data and are advised to take this information into account when making decisions about moving people.

3.2 Leverage and reward sustainable performance and results

Our compensation structure has mature processes for evaluating and rewarding results that encourage us to exceed our high performance standards. We like to keep the promise of delivering good rewards, but we make sure that delivery is directly linked to results.

Decisions on merits and promotions are preferably made during our annual Assessment Cycle, in a process that favors collegiate decisions, reducing biases and, at the same time, allowing for a more accurate reflection on the performance of each employee in the company. Here, we assess not only deliverables, but how results are achieved.

Growth within the company depends on people’s capabilities, their performance and their contribution to the company’s success, regardless of race, color, age, beliefs, gender, sexual orientation or nationality.

Through our annual Goals Cycle, we encourage and focus on Eneva’s strategic priorities. Our model ensures a strong alignment between priorities, manager’s engagement and shareholders’ vision in the payment of short-term variable compensation

3.3 Encourage owner behavior, team spirit and focus on results, linking employees’ interests to the company’s long-term interests

We take a long-term perspective on our investments and our decision-making process, as well as seeking to be equally diligent about compensation and capital allocation.

Our Membership Program exemplifies this principle by aligning incentives and sharing values and culture. The company’s partners follow our equity ownership policy, whereby they commit to maintain a significant portion of their compensation in an equity interest in the company. Through the ownership requirement, each partner must acquire – and continue to hold during its term or position in the company – shares of the company with an amount equivalent to a multiple of its annual salary, indicated in the table below:

Position	Multiple of Annual Salary
Chief Executive Officer	6x
Executive Officers	4x
Officers	3x
General Managers	1x

3.4 Keep Eneva in line with the best governance practices

Our commitment to maintaining a high standard of corporate governance and sustainable practices is the foundation of our business approach. Thus, a person itself cannot control the decision-making process and its respective supervision. At Eneva, nobody can decide on its own compensation.

4. COMPENSATION COMPONENTS

Our principles permeate the different components of compensation in the company, as well as the tools used, which are the basis for ensuring a compensation structure that reflects and at the same time stimulates our culture. This structure is composed, as the case may be, by (i) a fixed compensation, which includes direct or indirect benefits; (ii) short-term incentive linked to the achievement of goals; and (iii) long-term incentives linked to the company's performance and strategy.

4.1 Fixed Compensation

It consists of salary or pro-labore, private pension and benefits, this portion of the compensation is intended to remunerate the performance of each employee according to its scope of action and seniority. These components are not associated with the Company's performance.

The salary or pro-labore may be reviewed for meritocratic recognition, preferably during the Assessment, Career and Succession Cycle (CACS) that takes place annually at the Company. The adjustments can also be provided as a result of reviewing the responsibilities of the position or due to alignment with the market, in order to ensure the competitiveness of the compensation.

The compensation above is complemented by direct or indirect benefits: medical assistance, dental assistance, life insurance, supplementary life insurance, private pension, meal vouchers and food vouchers.

Additionally, Eneva establishes salary ranges for each of the positions, considering factors such as strategic relevance, main duties, scope of responsibilities and other relevant aspects that are inherent to each of the positions, so that the executives can be individually positioned considering their level of maturity, professional background and their contribution to the company's results.

4.2 Short-Term Incentive

Short-term variable compensation is made up of an annual amount based on the achievement of the Company's goals. Its purpose is to remunerate the results achieved by employees according to their performance and return to the Company.

Short-term variable compensation consists of the payment of bonuses and/or the payment of profit sharing – PSP.

Variable payments as allowances/bonus may be used according to the strategy and criteria for attraction and retention.

4.3 Long-Term Incentive

The Company grants long-term incentives, as a way to strengthen the relationship between compensation and earnings, in addition to building long-term value for the company based on meritocracy, in addition to motivation, recognition and retention of professionals. They are:

- (a) Stock Option Plans – incentive aimed at granting key employees the opportunity to become shareholders of the Company through the granting of a stock option or subscription (“Option”), thereby obtaining (i) a better management of the Company by encouraging Participants to work towards achieving the Company’s objectives; and (ii) attract, motivate and retain managers and employees; as well as (iii) increase the Company’s attractiveness
- (b) Restricted share plan with the purpose of granting key employees the opportunity to become shareholders of the Company through the granting of share units, aiming at (i) ensuring the competitiveness of the total compensation levels practiced by ENEVA; (ii) ensure greater alignment of the interests of the Beneficiaries with the interests of the shareholders; (iii) maximize levels of commitment to generating sustainable results; as well as (iv) enable the Company to retain managers and employees.

Eneva also has two guidelines that aim to encourage the acquisition and maintenance of shares issued by ENEVA in the long term, using part of its variable compensation or the shares that may be received through the aforementioned share-based incentives, as the case may be:

- (c) Matching Shares Plan, an incentive plan that aims to give employees the opportunity to purchase shares issued by Eneva based on the variable compensation received, ensuring greater alignment of beneficiaries with the interests of shareholders and maximizing levels of commitment. Participants shall designate a portion of their short-term incentive to purchase Eneva’s shares and, in return, receive additional variable compensation for the purchase of matching shares.

- (d) Retention and Incentive Guidelines – Stock Ownership, a part of our “membership program” which aims to align the interests of Managers and employees with the interests of shareholders, stimulating the achievement of sustainable results and sharing the creation of value, as well as the risks inherent in the business and in the capital market. Through this program, which is combined with the Matching Shares Plan and some of the share-based incentive plans described above, each participant must maintain a minimum number of the Company’s shares for as long as they remain in the Company. Also through it, the partner may have its variable compensation in the short term leveraged, depending on the number of shares it decides to retain for the long term.

Such incentives are granted to selected employees to: (i) ensure the competitiveness of the total compensation levels practiced by the Company; (ii) ensure greater alignment of the interests of beneficiaries with those of shareholders; (iii) maximize levels of commitment to generating sustainable results; as well as (iv) enable the Company to attract and retain managers and employees.

5. GENERAL PROVISIONS

These rules, definitions and developments are linked to work agreements, collective agreements, respect for labor laws and other legal provisions aimed at formalizing compensation instruments approved in deliberative forums.

6. REFERENCES

- PC.EN.GRH.001 – Human Resources Policy
- Bylaws
- Retention and Incentive Guidelines – Stock Ownership
- Matching Shares Plan