



ENEVA S.A.

CNPJ/ME nº 04.423.567/0001-21

NIRE 3330028402-8

**SECOND NOTICE OF MEETING FOR
GENERAL MEETING OF DEBENTURE HOLDERS OF THE THIRD SERIES OF THE SECOND
(2nd) ISSUANCE OF SIMPLE, NON-CONVERTIBLE INTO SHARES, UNSECURED
DEBENTURES, IN THREE SERIES, FOR PUBLIC DISTRIBUTION, WITH RESTRICTED
DISTRIBUTION EFFORTS OF ENEVA S.A.**

Notice of meeting is hereby given to the holders of the third series outstanding debentures (collectively referred to as, "Debenture Holders") of the Second (2nd) issuance of simple, non-convertible into shares, unsecured debentures, in three series, for public distribution with restricted distribution efforts of **Eneva S.A.** ("Issuance", "Debentures" and "Company", respectively), issued in compliance with the provisions of the "*Private Indenture of the Second (2nd) Issuance of Simple, Non-Convertible into Shares, Unsecured Debentures, in Three Series, for Public Distribution, with Restricted Distribution Efforts, of "Eneva S.A."*", entered into on May 14th, 2019, by and between the Company and Pentágono S.A. Distribuidora de Títulos e Valores Mobiliários, as amended on May 27th, 2019 and on May 29th, 2019 ("Indenture" and "Fiduciary Agent", respectively) to meet on second call on September 20th, 2022, at 3 p.m., in a General Meeting of Debenture Holders ("GMDH"), to be held exclusively by using electronic means, without prejudice to the possibility of adopting remote voting instruction prior to the holding of the GMDH, by using the "Zoom" platform, according to article 71, § 2, of CVM Resolution Nº 81, of March 29th, 2022 ("CVM Resolution Nº 81"), to resolve on the following **AGENDA**:

(1) According to Clauses 10.4.1 and 10.4.5. of the Indenture, the Company's request to the Debenture Holders for:

(a) prior consent for adjustment to EBITDA definition (as defined in Clause 7.2.1 of the Indenture) for purposes of ascertaining the Financial Ratio (as defined in Clause 7.2, item (xii) under the Indenture), according to the terms described in the Management Proposal, available on the respective web pages of the Fiduciary Agent (<https://www.pentagonotrustee.com.br>), of the Company (<https://ri.eneva.com.br/>) and of CVM on the World Wide Web (<https://www.gov.br/cvm/pt-br>) ("Management Proposal");



(b) prior consent for temporary *waiver* for non-characterization of an Event of Default (as defined in Clause 7.2, item (xii) under the Indenture) in the event of non-compliance with the Financial Ratio for the periods from June 30th, 2022 to June 30th, 2024, provided that the Financial Ratio calculated in such periods does not exceed the maximum amounts described in the Management Proposal, and subject to payment of an extraordinary premium by the Company to the Debenture Holders, equal to one hundred and twenty-five thousandth percent (0.125%) flat, levied on the Par Value or on the balance of the Par Value of the Debentures, which shall be due and payable each quarter in which the Financial Ratio is higher than four point fifty hundredths (4.50x), but lower than the maximum Financial Ratio approved; and

(c) prior consent to perform any of the following transactions, and regardless of who are the Company's counterparties in such transaction: (1) Company's spin-off, in which the spun-off portion contains exclusively Coal Assets; (2) Company's spin-off, in which the spun-off portion contains exclusively equity interests in the Issuer's subsidiaries, whose core activity (directly or indirectly, through other vehicles) is related to Coal Assets; (3) consolidation, merger or incorporation of shares, by any third-party company, which is not part of the Company's business group, of the Company's subsidiaries, whose core activity (directly or indirectly, through other vehicles) is exclusively related to Coal Assets (collectively referred to as, "Allowed Corporate Reorganizations - Coal"); or (4) reduction of the Company's capital, performed exclusively as a result of an Allowed Corporate Reorganization – Coal, such that any Allowed Corporate Reorganization - Coal or capital reduction performed exclusively as a result of an Allowed Corporate Reorganization – Coal is hereby expressly approved.

(2) authorization for the Fiduciary Agent to perform, jointly with the Company, all other acts which may be necessary in order to reflect the resolutions taken according to item (1) above; and

(3) ratification of the acts, which may have already been performed by the Fiduciary Agent, jointly with the Company and/or other legal representatives of the company, in line with the matters above.

General Information:

The Debenture Holders interested in attending the GMDH using the "Zoom" platform shall request the registration to the Company with copy to the Fiduciary Agent, to the electronic addresses assembleia.segundaemissao@eneva.com.br and assembleias@pentagonotrustee.com.br, preferably not later than two (2) days before



the date scheduled to hold the GMDH, expressing their interest in participating in the GMDH and requesting for the access link to the system ("Registration"). The request for Registration must (i) contain the Debenture Holder's identification and, if applicable, of its legal representative that will attend the GMDH, including its (a) full names, (b) number of the CPF (Individual Taxpayer Identification) or CNPJ (Corporate Taxpayer Identification), as the case may be, (c) telephone, (d) the requester's email address; and (ii) be accompanied by the documents required to attend in the GMDH, as detailed below.

According to article 71 of CVM Resolution Nº 81, in addition to attendance and remote voting during the GMDH, by using the "Zoom" platform, remote voting instructions may also be filled out and sent, in accordance with the model made available by the Company on its website <https://ri.eneva.com.br> and meeting the requirements indicated in such template (digital signatures are allowed), which shall be sent to the Company and to the Fiduciary Agent, to the electronic addresses assembleia.segundaemissao@eneva.com.br and assembleias@pentagonotrustee.com.br, preferably, not later than two (2) days before the Meeting is held.

According to article 126 and 71 of the Law Nº 6.404, of December 15th, 1976, as amended ("Corporations Act"), In order to attend the GMDH or to send voting instructions, the Debenture Holders must send the Company and the Fiduciary Agent (i) copy of the identity document of the Debenture Holder, legal representative or proxy (General Register of Identity (RG), National Driver's License (CNH), passport, identity cards issued by professional councils, or functional cards issued by Public Administration agencies, provided that they contain the holder's picture) (ii) updated proof of ownership of the Debentures, issued by the bookkeeping institution, which should have been issued no later than five (5) days prior to the GMDH date; and (iii) in the event the Debenture Holder is represented by a proxy, a proxy appointment with specific powers for its representation at the GMDH or voting instructions

The representative of the Debenture Holder, when it is as a legal entity, will also be required to submit a copy of the following documents, duly registered with the competent body (Civil Registry of Legal Entities or the relevant Registry of Commerce, as the case may be): (a) articles of association or articles of incorporation; and (b) corporate act electing the manager who (b.i) will attend the general meeting as the legal entity's representative, or (b.ii) will sign a proxy appointment for a third party to represent the Debenture Holder who is a legal entity, electronic signatures being acceptable.



With regard to investment funds, the representation of quotaholders at the GMDH will be the responsibility of the administration or management entity, subject to the provisions of the fund's bylaws. In this case, the representative of the fund management, in addition to the aforementioned corporate documents, related to the management entity, must present a copy of the fund's regulations, duly registered at the relevant body.

For attendance by proxy, the granting of representation powers must have taken place less than one (01) year before, pursuant to article 126, § 1 of the Corporations Act. In compliance with the provisions set forth in article 654, §1 and §2 of the Law Nº 10.406, January 10th, of 2002, as amended ("the Brazilian Civil Code"), the proxy must contain the indication of the place, where it was issued, full identification of the grantor and grantee, date and purpose of the granting, with the designation and extension of the powers granted, containing notarization of the grantor's signature or with an electronic signature.

Once the Debenture holder's condition and the good standing of the documents are validated by the Company after the Registration, the Debenture Holder will receive, within 24 hours before the GMDH, the instruction to access the "Zoom" platform.

If a Debenture Holder does not receive the access instructions up to twenty-four (24) hours in advance of the GMDH starting time, he/she must contact Company, via e-mail assembleia.segundaemissao@eneva.com.br, up to four (04) hours in advance of the GMDH starting time, so that the necessary support can be provided.

The Company's management reiterates to the Debenture Holders that there will be no possibility of personally attending the GMDH, since it will be held exclusively on a digital basis.

On the GMDH date, the *link* to access the "Zoom" platform will be available from fifteen (15) minutes before and up to ten (10) minutes after the GMDH starting time, and the attendance will only be registered according to the instructions and at the times indicated herein. After ten (10) minutes from the GMDH starting time, it will not be possible for the Debenture Holder to enter the GMDH, regardless of prior registration. Therefore, the Company recommends that the Debenture Holders access the digital platform for GMDH attendance at least fifteen (15) minutes in advance.

Any voting statements at the GMDH should be made exclusively through the videoconferencing system, in accordance with detailed instructions to be provided by the panel at the beginning of the GMDH. Thus, the videoconference system will be



reserved for monitoring the GMDH, accessing the video and audio of the panel, as well as viewing any documents that may be shared by the panel during the GMDH, without any possibility of statements.

The Company points out that it will be the sole responsibility of the Debenture Holder to ensure the compatibility of its equipment with the use of the digital platform and access to the videoconference. The Company will not be responsible for any difficulties in enabling and/or maintaining the connection and using the digital platform that are not under the Company's control.

It is worth mentioning that the Debenture Holders may participate in the GMDH even if they do not perform the previous registration mentioned above, as long as they present the documents within **sixty (60) minutes** before the GMDH start, according to article 72, § 2, of CVM Resolution Nº 81.

Debenture Holders who send in their voting instructions, and if these are considered valid, will not need to access the link for digital attendance in the GMDH, and their participation and vote will be computed automatically. However, in case the voting instruction is sent in advance by the Debenture Holder or by its legal representative with subsequent participation in the Meeting by accessing the link and, cumulatively, manifestation of vote by such Debenture Holder at the Meeting, the previously sent voting instruction will be disregarded, as provided in article 71, §4, II of CVM Resolution Nº81.

This Notice of Meeting is available on the respective websites of the Fiduciary Agent (<https://www.pentagonotrustee.com.br/>), of the Company (<https://ri.eneva.com.br/>) and of CVM on the World Wide Web (<https://www.gov.br/cvm/pt-br>).

All terms beginning with capital letters and not expressly defined herein shall have the same meaning ascribed thereto in the Issuance Indenture.

Rio de Janeiro, September 12th, 2022.

Marcelo Campos Habibe
Chief Financial and Investor Relations Officer