



FOCUS ENERGIA HOLDING PARTICIPAÇÕES S.A.

CNPJ/ME nº 26.735.020/0001-02

Publicly-held Company

NOTICE TO SHAREHOLDERS

FOCUS ENERGIA HOLDING PARTICIPAÇÕES S.A. ("Company") (B3: POWE3), in addition to the material fact disclosed on December 15, 2021, which announced the business combination between the Company and Eneva S.A. (B3: ENEV3) ("Eneva") ("Transaction"), as well as the material fact jointly disclosed on the date hereof contemplating the tentative schedule for the conclusion of the Transaction ("Material Fact"), hereby informs its shareholders and the market in general as follows:

I. Tax treatment of Focus shareholders in Brazil

A. Resident Investors

Any gains earned by Focus' shareholders who are residents in Brazil, including individuals and legal entities, investment funds and other entities, as a result of the Transaction may be subject to income tax and other taxes, in accordance with the legal and regulatory rules applicable to each category of investor, and such investors shall consult their own advisors about the taxation and will be directly responsible for the any payment of taxes that may potentially apply.

B. Non-resident Investors

As for Focus' shareholders non-resident in Brazil, withholding income tax (IRRF) will be withheld on the calculated capital gain, which will be deducted from the updated Assured Installment (as defined in the Material Fact), based on the rates below. The capital gain will correspond to the positive difference between (i) the amount of the referred Assured Installment, as described in the Material Fact; and (ii) the average acquisition cost of the new common shares of Eneva II Participações S.A. ("Holding") ("New ON Holding Shares") allocated to each non-resident shareholder of Focus, obtained by splitting the respective average acquisition cost of Focus shares between New ON Holding Shares and the compulsorily redeemable preferred shares of the Holding ("New PN Holding Shares") received by them.

For non-resident investors operating under CMN Resolution 4,373/14 the following rates will apply:

- (i) 25% in the case of a shareholder resident in a country or dependency with favored taxation, under the terms of the legislation and regulations of the Brazilian Internal Revenue Service in effect; or
- (ii) 15% in all other cases.



For all other non-resident investors:

- (i) 25% in the case of a shareholder resident in a country or dependency with favored taxation, under the terms of the legislation and regulations of the Brazilian Internal Revenue Service in effect; or
- (ii) In all other cases in which item (i) above does not apply, according to the following rates, provided in article 21 of Law 8,981/1995, as amended by Law 13,259/2016:
 - a. 15% on the portion of earnings that does not exceed R\$ 5,000,000.00;
 - b. 17.5% on the portion of earnings that exceeds R\$5,000,000.00 and does not overtake R\$10,000,000.00;
 - c. 20% on the portion of earnings that exceeds R\$ 10,000,000.00 and does not overtake R\$ 30,000,000.00; and
 - d. 22.5% on the portion of earnings that exceeds R\$ 30,000,000.00.

The Holding, as the surviving entity following the merger of Focus, will use the information provided to it by the custodial agents of Focus' non-resident shareholders to calculate the capital gain, and such Focus' shareholders are responsible for the veracity and completeness of such information.

The custody agents shall inform, directly to Eneva, the data of Focus' non-resident shareholders on the Base Date, including their average acquisition cost of Focus shares, and provide the corresponding supporting documentation, in the form of Exhibit I of this notice to the market, by no later than 6:00 p.m. on March 14, 2022, by means of an e-mail to ri@eneva.com.br

The Holding, in accordance with the legislation and regulations in force: will consider equal to zero the acquisition cost for Focus non-resident shareholders on the Base Date that do not submit the amount of the average acquisition cost of Focus shares until 6:00 p.m. of March 14, 2022. Focus, Holding and Eneva will not be liable in any way to Focus' non-resident shareholders on the Base Date for any subsequent adjustment and/or refund of any overpayment.

II. Replacement of the depositary institution responsible for the bookkeeping of the Focus shares

In order to optimize the procedures required for the consummation of the Transaction, as of March 7, 2022, Itaú Corretora de Valores S.A. ("Itaú"), the current bookkeeper of Eneva shares, will become the depositary financial institution of the book-entry shares issued by Focus, replacing Banco Bradesco S.A. ("Bradesco"). Thus, as of such date, the services to the holders of the shares will be provided by Itaú's branch network, present throughout the Brazilian territory.

Due to the migration process, there will be a suspension in shareholder services from March 2 to March 6, 2022, for the following procedures:

- position inquiries;
- off-exchange stock transfer;



- custody transfer;
- payment of eventual pending events;
- registration update; and
- registration of liens, among others.

In the case of share transfer orders (custody movements) which have been blocked by Bradesco, without the respective deposit having occurred, Bradesco will transfer the blocked orders to Itaú and these will remain valid until the respective expiry date.

The change of the bookkeeping institution will not imply any change in the rights conferred to Focus shares, including dividends. Eventual capital remuneration and eventual payments will be made to the same checking account previously indicated by each shareholder.

III. Update of the procedure for exercising the right of withdrawal at the bookkeeper.

On February 7, 2022, Focus released a Notice to Shareholders containing the procedures for the exercise of the right of withdrawal by dissenting shareholders from the resolutions taken at Focus' Extraordinary General Meeting of February 4, 2022 that approved its incorporation by Eneva.

In view of the change in the institution responsible for the bookkeeping of Focus shares, Focus informs below the updated procedure for the exercise of the right to withdraw, applicable exclusively to shareholders who have their shares deposited with the Focus share bookkeeper, and which will be effective as of March 7, 2022.

Dissenting shareholders whose shares are booked directly with Itaú and who wish to exercise their right of withdrawal should contact the Shareholder Service Channel through the phones:

- Capitals and metropolitan regions: (11) 3003-9285
- Other Locations: 0800-720-9285
- For Account Holders: (11) 4004-4828 (options 3-6-3)

The opening hours are on weekdays from 9am to 6pm.

The following documents must be received by Itaú:

- Individual Shareholders: (a) Identity Document (RG), (b) National Register of Individuals (CPF), (c) proof of address, and (d) letter of request signed by the dissident shareholder, notarized by similarity, requesting the withdrawal, which shall contain the shareholder's personal and bank data for payment of the reimbursement and the amount of shares held by the dissident shareholder in relation to which the withdrawal right will be exercised.
- Legal Entities Shareholders: (a) original and copy of the bylaws and minutes of election of the current board of officers or consolidated articles of association in force, (b) enrollment card in the National Register of Legal Entities (CNPJ), (c) Identity Document (RG), National Register of Individuals (CPF), and proof of address of their representatives, and (d) letter of request



signed by the dissenting shareholder, notarized by similarity, requesting the withdrawal, which must contain the shareholder's personal and bank data for payment of the reimbursement and the number of shares held by the dissenting shareholder in relation to which the right of withdrawal will be exercised.

- Investment Funds: (a) original and copy of the last consolidated regulation of the fund, duly registered with the competent body, (b) original and copy of the bylaws and minutes of election of the current board of officers or consolidated articles of association in force of the administrator and/or fund manager (depending on the person authorized to attend and vote in general meetings related to the assets held by the fund), (c) enrollment card in the National Register of Legal Entities (CNPJ) of the fund and of the administrator and/or fund manager, (d) Identity Card (RG), Individual Taxpayer Registry (CPF), and proof of address of their representatives, and (e) letter of request signed by the dissenting shareholder, notarized by similarity, requesting the withdrawal, which must contain the personal and banking data of the shareholder for payment of the reimbursement and the number of shares held by the dissenting shareholder in relation to which the right of withdrawal will be exercised.

Shareholders represented by an attorney-in-fact must submit, in addition to the above-mentioned documents, the respective power of attorney, notarized, which must have been granted less than one (1) year ago and must contain special powers to exercise the right of withdrawal and request reimbursement.

It will only be considered manifestations of exercise of the right of withdrawal regularly received by Itaú until March 9, 2022, expiry date of the period for exercising the right of withdrawal.

Focus reiterates that this change in procedure will apply exclusively to shareholders whose shares are deposited in the Focus share bookkeeper. The procedure for the exercise of the right of withdrawal by shareholders whose shares are deposited at B3's Central Securities Depository will remain unchanged.

São Paulo, February 25, 2022.

Alexandre Mafra Guimarães

Chief Financial and Investor Relations Officer



EXHIBIT I

NAME	CPF/CNPJ	PLACE OF FISCAL RESIDENCE	FRAMEWORK UNDER TERMS OF RESOLUTION 4.373/14 OF CMN	AMOUNT OF SHARES	AVERAGE COST OF ACQUISITION
		(country)	(yes/no)		

* Please forward the above information be sent in .xls format (Excel file), together with the corresponding supporting documentation.