

PCH BV II GERAÇÃO DE ENERGIA S.A.

NIRE Nº 41.3.0030385-1

CNPJ/ME Nº 22.091.543/0001-02

**ATA DA ASSEMBLEIA GERAL EXTRAORDINÁRIA
REALIZADA EM 29 DE ABRIL DE 2021**

1) Data, hora e local: A reunião foi realizada aos 29 (vinte e nove) dias do mês de abril de 2021, às 14.00 horas, na sede social da PCH BV II Geração de Energia S.A., pessoa jurídica de direito privado com sede e foro na cidade de Curitiba, estado do Paraná, na Avenida Sete de Setembro, nº 5.739, 6º andar, sala 605, Batel, CEP 80.240-001, inscrita no Cadastro Nacional da Pessoa Jurídica do Ministério da Economia ("CNPJ/ME") sob o nº 22.091.543/0001-02 ("Companhia").

2) Convocação e presenças: Dispensada a convocação nos termos do parágrafo 4º do artigo 124 da Lei nº 6.404, de 15 de dezembro de 1976, conforme alterada ("Lei das S.A."), em virtude da presença de acionistas representando a totalidade do capital social da Companhia.

3) Composição da mesa: Eleitos para dirigir os trabalhos, o Presidente Fábio Napoli Martins, convidou a mim, Caroline Farias dos Santos para Secretária.

4) Ordem do dia: Deliberar sobre: **(a)** a retificação de determinados termos e condições da 1ª (primeira) emissão de debêntures não conversíveis em ação, da espécie com garantia real, com garantia adicional fidejussória, em série única, para distribuição pública, com esforços restritos ("Debêntures" e "Emissão", respectivamente), da Companhia, nos termos da Instrução da Comissão de Valores Mobiliários ("CVM") nº 476, de 16 de janeiro de 2009, conforme alterada ("Instrução CVM 476"), incentivadas nos termos da Lei nº 12.431, de 24 de junho de 2011, conforme alterada ("Lei 12.431"), do Decreto nº 8.874, de 11 de outubro de 2016, conforme alterado ("Decreto 8.874"), da Resolução nº 3.947 do Conselho Monetário Nacional ("CMN"), de 27 de janeiro de 2011, conforme alterada ("Resolução CMN 3.947"), e da Portaria do Ministério de Minas e Energia ("MME") nº 364, de 13 de setembro de 2017 ou de normas posteriores que as alterem, substituam ou complementem, tendo em vista o enquadramento do Projeto (conforme definido abaixo) como projeto prioritário pelo MME, por meio da Portaria do MME nº 332, de 4 de novembro de 2019, publicada no Diário Oficial da União em 6 de novembro de 2019 ("Oferta Restrita"), formalizada por meio da celebração do "*Instrumento Particular de Escritura da 1ª (primeira) emissão de debêntures não conversíveis em ação, da espécie com garantia real, com garantia adicional fidejussória, em série única, para distribuição pública, com esforços restritos, da PCH BV II geração de Energia S.A.*" ("Escritura de Emissão"), entre a Companhia e a **Simplific Pavarini Distribuidora de Títulos e Valores Mobiliários Ltda.**, instituição financeira autorizada a exercer as funções de agente fiduciário, atuando por sua filial na cidade de São Paulo, estado de São Paulo, Rua São Bento, nº 329, sala 87 – 8º andar, Centro, CEP 01011-100, em fase de alteração de endereço para a Rua Joaquim Floriano, 466 – Bloco B, Sala 1401, Itaim Bibi, CEP 04534-002, inscrita no CNPJ/ME sob nº 15.227.994/0004-01 ("Agente

Fiduciário”), na qualidade de Agente Fiduciário, e a Ibema Participações S.A. (“Ibemapar”) na qualidade de interveniente garantidora; **(b)** a ratificação de todos os termos e condições contidas na ata da “Assembleia Geral Extraordinária realizada em 12 de março de 2021” e ; **(c)** autorização à diretoria da Companhia e/ou procuradores para praticar todos os atos, tomar todas as providências e adotar todas as medidas necessárias à formalização, efetivação e administração dos itens acima; e **(d)** a ratificação de todos os atos já praticados pela administração da Companhia relacionados às deliberações acima.

5) Deliberações: Após a leitura, análise e discussão da matéria constante da Ordem do Dia, os acionistas da Companhia, por unanimidade de votos e sem quaisquer ressalvas, decidiram aprovar:

(a) A retificação da seguinte característica da Escritura de Emissão:

(i) Prazo e Data de Vencimento: Ressalvadas as hipóteses de vencimento antecipado, Resgate Antecipado Facultativo Total, Oferta de Resgate Antecipado Total e Aquisição Facultativa (conforme definidos na Escritura de Emissão), com o consequente cancelamento da totalidade das Debêntures, ocasiões em que a Companhia obriga-se a proceder ao pagamento das Debêntures de acordo com os termos descritos na Escritura de Emissão e eventuais encargos moratórios, conforme o caso, e em observância à regulamentação aplicável, inclusive o artigo 1º da Resolução CMN 3.947, as Debêntures vencerão em 15 de dezembro de 2040 (“Data de Vencimento”).

(b) A ratificação de todos os demais termos e condições contidas na ata da “Assembleia Geral Extraordinária realizada em 12 de março de 2021”.

(c) A autorização à diretoria da Companhia e/ou procuradores para praticar todos os atos, tomar todas as providências e adotar todas as medidas necessárias à formalização, efetivação e administração dos itens acima.

(d) A ratificação de todo e qualquer ato já praticado pela diretoria e/ou procuradores da Companhia com vistas à efetivação do deliberado nos itens acima.

Os termos utilizados na presente ata que não estiverem aqui definidos têm o mesmo significado que lhes será atribuído na Escritura de Emissão.

ENCERRAMENTO:

Nada mais havendo a tratar o Sr. Presidente franqueou a palavra para quem dela quisesse fazer uso. Como ninguém se manifestou, a sessão foi suspensa pelo tempo necessário à lavratura da presente ata, a qual lida e aprovada por unanimidade, e devidamente assinada por todos os Acionistas presentes. A presente ata foi lavrada na forma de sumário dos fatos ocorridos, nos termos do artigo 130, parágrafo 1º, da Lei das S.A.

Curitiba, 29 de abril de 2021.

DocuSigned by:
Fábio Napoli Martins
Signed By: FÁBIO NAPOLI MARTINS:00646944967
CPF: 00646944967
Signer Role: Diretor Presidente
Signing Time: 4/29/2021 6:48:01 PM BRT

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Fábio Napoli Martins
Presidente

DocuSigned by:
CAROLINE FARIAS DOS SANTOS
Assinado por: CAROLINE FARIAS DOS SANTOS
CPF: 02696779918
Signer Role: Secretária
Data/Hora da Assinatura: 28/04/2021 17:10:21 BRT

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Caroline Farias dos Santos
Secretária



Certificado de Conclusão

Identificação de envelope: 3D0830AF4FB3410ABBA33458D0ECE25A	Status: Concluído
Assunto: Please DocuSign: DEMAREST_SP-#11591341-v2-Debêntures_Ibemapar_-_AGE_29_04_2021.DOCX	
Envelope fonte:	
Documentar páginas: 3	Assinaturas: 2
Certificar páginas: 8	Rubrica: 0
Assinatura guiada: Ativado	Remetente do envelope:
Selo com Envelopeld (ID do envelope): Ativado	Ingrid Chen
Fuso horário: (UTC-03:00) Brasília	Av Pedroso de Moraes 1201
	São Paulo, SP SP
	ichen@demarest.com.br
	Endereço IP: 200.186.63.34

Rastreamento de registros

Status: Original	Portador: Ingrid Chen	Local: DocuSign
29/04/2021 16:46:07	ichen@demarest.com.br	

Eventos do signatário

CAROLINE FARIAS DOS SANTOS
caroline@ibemapar.com.br
Nível de segurança: E-mail, Autenticação da conta (Nenhuma), Certificado Digital

Detalhes do provedor de assinatura:

Tipo de assinatura: ICP Smart Card
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CPF do signatário: 02698779918
Cargo do Signatário: Secretária

Termos de Assinatura e Registro Eletrônico:

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Assinatura

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Adoção de assinatura: Estilo pré-selecionado
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Registro de hora e data

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Visualizado: 29/04/2021 17:02:29
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Fábio Napoli Martins
fabio@ibemapar.com.br

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Tipo de assinatura: ICP Smart Card
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CPF do signatário: 00646944967
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Termos de Assinatura e Registro Eletrônico:

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Eventos do signatário presencial	Assinatura	Registro de hora e data
Eventos de entrega do editor	Status	Registro de hora e data
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Debêntures Ibemapar debentures.ibemapar@demarest.com.br Nível de segurança: E-mail, Autenticação da conta (Nenhuma) Termos de Assinatura e Registro Eletrônico: Não disponível através da DocuSign	Copiado	Enviado: 29/04/2021 16:50:22
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Eventos do tabelião	Assinatura	Registro de hora e data
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Envelope enviado	Com hash/criptografado	29/04/2021 16:50:24
Entrega certificada	Segurança verificada	29/04/2021 18:47:14
Assinatura concluída	Segurança verificada	29/04/2021 18:48:19
Concluído	Segurança verificada	29/04/2021 18:48:19
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