



CNPJ/MF nº 36.619.910/0001-02

NIRE nº 35300550455



**Ata de Reunião do Conselho de Administração  
realizada em 20 de junho de 2023**

**Data, Hora, Local:** 20 de junho de 2023, às 15:30 horas, na sede social da Atvos Bioenergia S.A. (“Companhia”), localizada na Cidade de São Paulo, Estado de São Paulo, na Rua Dr. Fernandes Coelho, nº 85, Andar 2 – Parte 2, CEP 05.423-040.

**Convocação:** Dispensada a convocação prévia, tendo em vista a presença da totalidade dos membros do Conselho de Administração.

**Presença:** Conforme abaixo assinados, conselheiros representando a totalidade dos membros do Conselho de Administração.

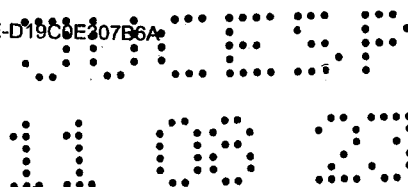
**Mesa:** Sr. Giovanni Pedroso Forace, Presidente; Sra. Fabiana Utrabo Rodrigues, Secretária.

**Ordem do dia:**

- (i) aprovar o aumento de capital da Companhia, dentro do limite do capital autorizado; e
- (ii) aprovar, *ad referendum* da Assembleia Geral da Companhia, a alteração do Estatuto Social da Companhia.

**Deliberações Tomadas por Unanimidade:** Colocada a matéria em discussão e posterior votação, restou unanimemente aprovado, sem quaisquer reservas ou ressalvas:

- (i) considerando que, na presente data, o capital social da Companhia se encontra totalmente subscrito e integralizado em bens e moeda corrente nacional, o aumento do capital social da Companhia, dentro do limite do capital autorizado, no valor de R\$ 6.433.779.227,72 (seis bilhões, quatrocentos e trinta e três milhões, setecentos e setenta e nove mil, duzentos e vinte e sete reais e setenta e dois centavos), passando de R\$ 444.290.907,65 (quatrocentos e quarenta e quatro milhões, duzentos e noventa mil, novecentos e sete reais e sessenta e cinco centavos) para R\$ 6.878.070.135,37 (seis bilhões, oitocentos e setenta e oito milhões, setenta mil, cento e trinta e cinco reais e trinta e sete centavos), com a emissão de 4.053.739.812 (quatro bilhões, cinquenta e três milhões, setecentas e trinta e nove mil, oitocentas e doze) novas ações ordinárias, nominativas e sem valor nominal, ao preço de emissão de aproximadamente R\$ 1,70 (um real e setenta centavos) cada uma, fixado de acordo com o



artigo 170, §1º da Lei das Sociedades por Ações, em tudo idênticas às anteriormente existentes, a fim de dar cumprimento às regras que regem o bônus de subscrição de titularidade da Soneva Energias Renováveis S.A. (“Soneva”), registrado no Livro de Registro de Bônus de Subscrição da Companhia e ora exercido por Soneva; as ações ora emitidas são, portanto, subscritas e integralizadas em sua totalidade pela Soneva, ora ingressante na Companhia, na forma do Boletim de Subscrição constante do **Anexo I**, mediante a contribuição ao capital social da Companhia, em cumprimento ao Plano de Recuperação Judicial do Grupo Atvos, de debêntures de emissão da Companhia e titularidade da Soneva representativas de crédito da Soneva contra a Companhia no valor de R\$ 6.433.779.227,72 (seis bilhões, quatrocentos e trinta e três milhões, setecentos e setenta e nove mil, duzentos e vinte e sete reais e setenta e dois centavos), conforme “*Instrumento Particular de Escritura da 1ª (Primeira) Emissão de Debêntures Simples, Não Conversíveis em Ações, em Série única, para Colocação Privada, da Espécie Quirografária, da Atvos Bioenergia S.A.*”, celebrado em 12 de junho de 2023; e

(ii) Face à deliberação tomada acima, resta aprovada, *ad referendum* da Assembleia Geral da Companhia, a reforma do *caput* do Artigo 5º do Estatuto Social da Companhia, que passará a vigorar com a seguinte nova redação:

*“Artigo 5º. O capital social, subscrito e integralizado em bens e moeda corrente nacional, é de R\$ 6.878.070.135,37 (seis bilhões, oitocentos e setenta e oito milhões, setenta mil, cento e trinta e cinco reais e trinta e sete centavos), dividido em 4.504.155.347 (quatro bilhões, quinhentas e quatro milhões, cento e cinquenta e cinco mil e trezentas e quarenta e sete) ações ordinárias, nominativas e sem valor nominal, sendo que a propriedade das ações será comprovada pela inscrição do nome do acionista no Livro de Registro de Ações Nominativas.”*

**Encerramento e Lavratura da Ata.** O Sr. Presidente ofereceu a palavra a quem dela quisesse fazer uso e, não havendo manifestação, deu por encerrada a reunião, da qual se lavrou a presente ata que, lida e achada conforme, foi pelos presentes assinada.

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JUCESP

11 de 20

São Paulo, 20 de junho de 2023

**Mesa:**

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*Giovanni Pedroso Forace*  
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Giovanni Pedroso Forace  
**Presidente**

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*Fabiana Utrabo Rodrigues*  
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Fabiana Utrabo Rodrigues  
**Secretária**

**Membros do Conselho de Administração:**

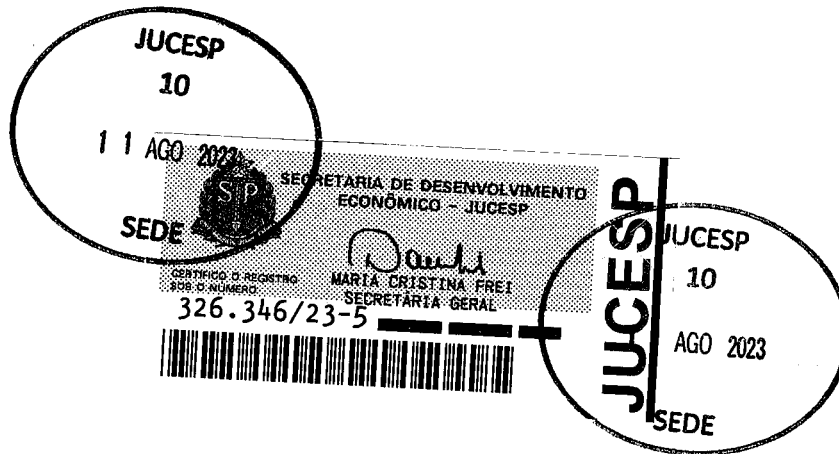
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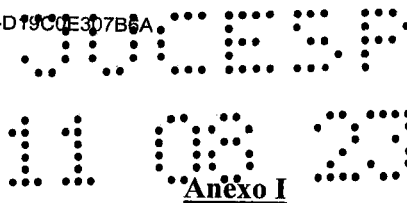
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Renan Costa Andrade

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*RICARDO SOARES DE ARRUDA PINTO*  
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Ricardo Soares de Arruda Pinto





**ATVOS BIOENERGIA S.A.**  
 CNPJ/MF nº 36.619.910/0001-02  
 NIRE 35.300.550.455

Boletim de Subscrição de ações representativas do capital social da ATVOS BIOENERGIA S.A., em virtude de aumento de capital deliberado em Reunião do Conselho de Administração realizada na presente data, no valor total de R\$ 6.433.779.227,72 (seis bilhões, quatrocentos e trinta e três milhões, setecentos e setenta e nove mil, duzentos e vinte e sete reais e setenta e dois centavos), com a emissão de 4.053.739.812 (quatro bilhões, cinquenta e três milhões, setecentas e trinta e nove mil oitocentas e doze) novas ações ordinárias, nominativas e sem valor nominal, ao preço de emissão de aproximadamente R\$ 1,70 (um real e setenta centavos) cada uma, fixado de acordo com o artigo 170, §1º da Lei das Sociedades por Ações, em tudo idênticas às anteriormente existentes. As novas ações de emissão da Companhia serão integralizadas mediante a conferência, ao capital social da Companhia, na forma prevista no Plano de Recuperação Judicial do Grupo Atvos, das Debêntures Tranche B, de titularidade do subscritor, representativas de crédito contra a Companhia no valor de R\$ 6.433.779.227,72 (seis bilhões, quatrocentos e trinta e três milhões, setecentos e setenta e nove mil, duzentos e vinte e sete reais e setenta e dois centavos).

SUBSCRITOR	Nº DE AÇÕES ORDINÁRIAS SUBSCRITAS
SONEVA ENERGIAS RENOVÁVEIS S.A., sociedade anônima de capital fechado com sede na Cidade de São Paulo, Estado de São Paulo, na Avenida Brigadeiro Faria Lima nº 3.311, 14º andar, conjunto 142, Bairro Itaim Bibi, CEP 04538-133, inscrita no CNPJ/ME 48.560.434/0001-72	4.053.739.812
<b>Total</b>	<b>4.053.739.812</b>

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Rio de Janeiro, 20 de junho de 2023

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Giovanni Pedroso Forace

**Presidente**

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Fabiana Utrabo Rodrigues

**Secretária**

**SONEVA ENERGIAS RENOVÁVEIS S.A.**

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*Ricardo Knoepfelmacher*

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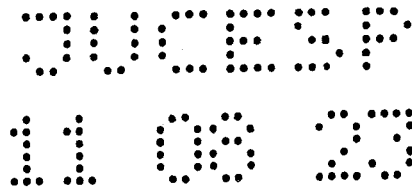
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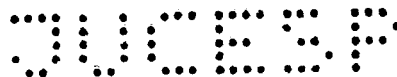
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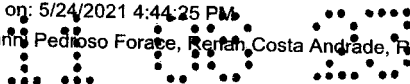
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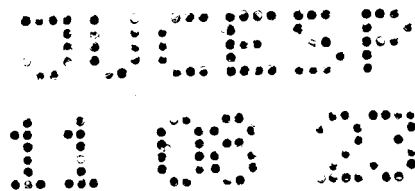
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