



ENGIE BRASIL ENERGIA S.A.
A Publicly Listed Company – CNPJ 02.474.103/0001-19
NIRE 4230002438-4

MATERIAL FACT

ENGIE BRASIL ENERGIA S.A. (“Company”), a corporation listed as a publicly held company with the Brazilian Securities and Exchange Commission (“CVM”) in the “A” category, pursuant to the provisions of Article 157, Paragraph 4, Law 6.404 of December 15, 1976, as amended (“Brazilian Corporations Law.”), and CVM Resolution 44/2021 of August 23, 2021, as amended, wishes to inform the market in general as follows:

At a meeting of the Company’s Board of Directors held today approval was given, among other matters, to the execution of the *Share Purchase and Sale Agreement and Other Covenants* (“Purchase and Sale Agreement”) between, on the one hand, the Company, and on the other, the *Caisse de Dépôt et Placement du Québec* (“CDPQ”) through its wholly owned subsidiary *CDP Groupe Infrastructures Inc.*, with the intervention and agreement of Transportadora Associada de Gás S.A. – TAG (“TAG”), whereby the terms and conditions have been established for the sale by the Company to CDPQ of shares, the ownership of the Company issued in the name of TAG and representing 15% of the total capital stock of TAG (“Transaction”).

The base acquisition price offered by CDPQ was R\$ 3,113,550,000.00 (three billion, one hundred and thirteen million, five hundred and fifty thousand Reais), in the form of a locked box structure, with due monetary restatement up to closing date in accordance with the usual terms for operations of the same size and nature and pursuant to the Share Purchase and Sale Agreement.

The Company wishes to clarify that with the effective conclusion of the Transaction, it will remain a shareholder of TAG, having direct ownership of TAG’s shares representing 17.5% of the total capital stock of TAG. In this context, the Company shall remain bound by TAG’s shareholder agreement, the current controlling group, jointly with *GDF International* (“GDFI”) and CDPQ being maintained.

“The partial divestment of the investment in TAG is an attractive option for implementing a rotation of assets at a time when the Company has a solid pipeline of projects in the process of implementation, without increasing pressure on leverage, ratings and payout”, Eduardo Takamori, Chief Financial and Investor Relations Officer at ENGIE Brasil Energia explained.



The effective implementation of the Transaction is subject to the fulfillment (or waiver, as applicable), of certain precedent conditions pursuant to the Purchase and Sale Agreement. Company management expects the closing of the Transaction to take place by the end of January 2024.

“The Transaction is in line with the Company's investment plans in renewables and power transmission, enabling the best allocation of capital in these two segments that are at the center of our growth strategy”, commented Eduardo Sattamini, the Company's Chief Executive Officer.

ENGIE Brasil Energia will hold a video conference on December 29, 2023 at 11:00 a.m. (BRT), in order to discuss the transaction. To participate, interested parties must access the link: https://tenmeetings.com.br/ten-events/#/webinar?evento=Engie_644

The Company reiterates its commitment to maintain shareholders and the market at large informed of developments in this and any other matter of relevance to the market.

Florianópolis, December 28, 2023.

Eduardo Takamori Guiyotoku
Chief Financial and
Investor Relations Officer

Eduardo Antonio Gori Sattamini
Chief Executive Officer