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

MATERIAL FACT

ENGIE BRASIL ENERGIA SIGNS AGREEMENT FOR THE ACQUISITION OF THE TOTALITY OF THE SHARES ISSUED BY COMPANHIA ENERGÉTICA DO JARI - CEJA AND EMPRESA DE ENERGIA CACHOEIRA CALDEIRÃO S.A.

ENGIE BRASIL ENERGIA S.A. ("ENGIE" or "Company"), a corporation, registered as a publicly listed company with the Brazilian Securities and Exchange Commission ("CVM"), pursuant to the provision in Article 157, Paragraph 4 of Law 6.404 of December 15,1976, as amended ("Corporations Law") and in CVM Resolution 44/2021 of August 23, 2021, wishes to announce to the market at large as follows:

As of today's date, a Share Purchase Agreement and Other Covenants ("Agreement") has been executed between the Company in the quality of Purchaser, and EDP Energias do Brasil S.A. ("EDP") and China Three Gorges Energia S.A. in the quality as sellers ("CTG", jointly with EDP, "Sellers"), regulating the acquisition of totality of the shares issued by Companhia Energética do Jari – CEJA ("Jari") and Empresa de Energia Cachoeira Caldeirão S.A. ("Cachoeira Caldeirão", and jointly with Jari, "Assets"), which encompass the Cachoeira Caldeirão Hydropower Plant and Santo Antônio do Jari Hydropower Plant.

Santo Antônio do Jari Hydropower Plant, located at Jari river, between municipalities of Laranjal do Jari (Amapá) and Almeirim (Pará), has 393 MW of installed capacity and 211 average MW of commercial capacity. The plant began its commercial operation in 2014, and the concession expires in October 2045. Its energy is fully contracted in the Regulated Market Environment (ACR) in two contracts: 190.0 average MW in the 11th New Energy Auction in 2010 with a price of R$ 230.42/MWh (base Oct/24) and 20.9 average MW in the 15th New Energy Auction in 2012 at the price of R$ 161.43/MWh (base Oct/24).

Cachoeira Caldeirão Hydropower Plant, located at Araguari river, in the municipality of Ferreira Gomes (Amapá), has an installed capacity of 219 MW and a commercial capacity of 123 average MW. The start of commercial operations took place in 2016 with granting until August 2048. The contracting of 130.0 average MW took place in the 15th New Energy Auction in 2012 at the price of R$ 187.63/MWh (base Oct/24).

Given the closing accounts adjustment mechanism on the closing date of the transaction, the expectation of the total amount (enterprise value), covering the debt of the Assets, will be **R$ 2,956,656,000.00** divided in R$ 2,285,111,000.00 of equity value and R$ 671,545,000.00 of net debt. The amounts involved may be modified in accordance with the meeting of certain conditions set forth in the Agreement (earn-out), being subject to adjustments up to the closing date of the operation.

"The operation will create shareholder value by allowing us to allocate capital to assets that are already operational and have secure, long-term revenues, with a good risk-return balance, where we will also be able to apply all our recognized expertise in the operating of hydropower plants", says the Chief Financial and Investor Relations Officer, **Eduardo Takamori**.

The signature of the Agreement by the Company and the operations contemplated therein, were approved at the Meeting of the Company's Board of Directors on March 21, 2025. The operation subject to the Agreement must be submitted to a General Meeting specially convened to learn about the operation, in accordance with Article 256 of the Brazilian Corporation Law, the notice of which will be published in due course. Any potential right of withdrawal, whose existence or non-existence will be disclosed to the market upon completion of the analysis by the Company and its advisors, will have the present date as the reference for the shareholder base.

"We remain committed to the sustainable and responsible growth of our portfolio. The acquisition of these two assets is in total alignment with the strategic focus of strengthening our position in the electricity sector, increasing the weighting of the hydropower plants in our generator park and lengthening the average concession term with long-term fully contracted capacity in the regulated market", adds ENGIE Brasil Energia's Chief Executive Officer, **Eduardo Sattamini**.

The closing of the operation is subject to the approval of the Conselho Administrativo de Defesa Econômica – CADE (the Brazilian federal anti-trust authority), the approval of the National Electric Energy Agency - ANEEL, among the other usual precedent conditions stablished in the Agreement.

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

Florianópolis, March 21, 2025.

Eduardo Takamori Guiyotoku
Chief Financial and Investor Relations Officer

Eduardo Antonio Gori Sattamini
Chief Executive Officer