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

MATERIAL FACT

APPROVAL OF ACQUISITION OF SOLAR GENERATION ASSETS WITH A TOTAL INSTALLED CAPACITY OF 259.8 MWp

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

On August 5, 2021, the Company's Board of Directors installed a Special Independent Committee for Transactions with Related Parties ("Independent Committee") in order to evaluate the potential acquisition, by **ENGIE BRASIL ENERGIAS COMPLEMENTARES PARTICIPAÇÕES LTDA,** controlled by the Company, of Paracatu and Floresta Photovoltaic Complexes ("Assets"), currently owned by **ENGIE Solar S.A.S.**, **SOLAIREDIRECT INVESTMENT MANAGEMENT S.A** and **DRANKENSBERG CAPITAL 1 S.A** ("Sellers").

The purpose of the aforementioned Independent Committee, formed mostly by independent members of the Company's Board of Directors, is to ensure that this potential legal transaction between the Company and the Sellers takes place (i) under conditions compatible with the market, (ii) considering the interests of the Company as a whole, including the interests of its minority shareholders, and (iii) seeking to provide the Company's Board of Directors with a recommendation that supports an independent, honest, ethical and transparent decision.

The Paracatu Photovoltaic Complex, located in Paracatu/MG, has an installed capacity of 158.3 MWp, with a sales agreement of 34.0 average MW for the term of 20 years, at the price of R$ 403/MWh (baseline November 2021), readjusted at the IPCA and beginning commercial operations in February 2019.

In turn, the Floresta Photovoltaic Complex, located in the city of Areia Branca/RN, with an installed capacity of 101.5 MWp, having contracted energy for a term of 20 years, 25.1 average MW at the price of R$ 396/MWh (baseline November 2021), readjusted at the IPCA, with commercial operations beginning in December 2017.

Following evaluations, due diligences and negotiations of the terms and conditions of the operation, carried out with a support of specialized consultancies engaged by the Independent Committee, the latter sent a report with its recommendation for the acquisition of the Assets to the Company's Board of Directors.

At the 228 Meeting of the Board of Directors of ENGIE, held today, unanimous approval was given to the proposed acquisition.

The acquisition price of the Assets will be R$ 625,000,000.00 (six hundred and twenty-five million reais), with eventual adjustments pursuant to the conditions established in the Share Quota Purchase Agreement.

According to Eduardo Sattamini, Company's Chief Executive and Investor Relations Officer, "*This acquisition is aligned to the global guidelines of the ENGIE Group and the decarbonization of operations, which provides for the exit of coal plants and the replacement of this capacity by renewable generation. The process was executed in line with good corporate governance practices, under the leadership of the Independent Board Directors, members of the Independent Committee, pursuant to our Transactions with Related Parties Policy, assuring the necessary balance between risk and return during the negotiations*".

The operation does not constitute a material investment for the Company, neither does it classify under the provisions in Article 256 of the Corporations Law, and for this reason, will not be submitted for ratification by a general shareholders meeting.

Finally, the Company reiterates its commitment to maintain the shareholders and the market at large informed as to developments of this as well as any other matter of interest to the market.

Florianópolis, February 14, 2022.

Eduardo Antonio Gori Sattamini
Chief Executive and Investor Relations Officer