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

MATERIAL FACT

ENGIE BRASIL ENERGIA S.A., ("ENGIE" or "Company"), a publicly held company, with headquarters in the city of Florianópolis, state of Santa Catarina, pursuant to the provisions in CVM Resolution 44/2021 and Article 3 of CVM Resolution 78/2022, wishes to announce to its shareholders and the market at large that its Board of Directors at a meeting held today, approved the Merger proposal ("Merger"), by the Company, of its wholly owned subsidiary, ENGIE Brasil Energia Comercializadora Ltda ("EBC"), limited liability company, enrolled in the tax register under CNPJ/MF number 04.100.556/0001-00, with headquarters in the city of Florianópolis, state of Santa Catarina at Rua Paschoal Apóstolo Pítsica, 5064 – part, Agronômica, CEP 88025-255, pursuant to the Merger Agreement and Justification Instrument signed between the companies.

The operation creates value for the shareholders by simplifying the organizational structure of the Company, optimizing its management and capturing efficiency gains.

Considering that ENGIE Brasil Energia Comercializadora Ltda is a wholly owned subsidiary of the Company, the Merger will not entail a capital stock increase or the issue of new shares by ENGIE and will not give rise to the right of withdrawal.

In accordance with Item VIII, Article 122 of Law 6.404/76, the Board of Directors also approved the convening of the Extraordinary General Meeting ("EGM"), to be held on November 30, 2026, to deliberate on the said Merger operation.

Florianópolis, November 5, 2026.

Eduardo Antonio Gori Sattamini

Chief Executive Officer

Pierre Auguste Gratien Leblanc

Chief Financial and Investor Relations Officer

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

ATTACHMENT I

Information on the Merger operation

(as in Attachment A to CVM Resolution No. 78/22)

1. Corporations involved in the merger and their activities

a) **ENGIE Brasil Energia S.A.,** a publicly held corporation, enrolled in the tax register (CNPJ) under number 02.474.103/0001-19 and NIRE 4230002438-4, with its headquarters in the city of Florianópolis, state of Santa Catarina at Rua Paschoal Apóstolo Pítsica, 5064, Agronômica, CEP 88025-255. Activities: the Company is a public utility concessionaire operating as an independent power producer, operating in the activities of centralized generation, transmission and electric energy trading. The Company also has an investment in the gas transportation segment through a stake in Transportadora Associada de Gás (TAG).

b) **ENGIE Brasil Energia Comercializadora Ltda**, a limited liability company, enrolled in the tax register (CNPJ) under number 04.100.556/0001-00 and NIRE 4220290264-6, with headquarters in the city of Florianópolis, state of Santa Catarina, at Rua Paschoal Apóstolo Pítsica, 5064, part, Agronômica, CEP 88025-255. Activities: The company's corporate purpose is the trading of electricity in the free market environment, including the purchase, sale, import and export of electricity, as well as the trading of inputs used in electricity generation, and the intermediation of any such transactions, including the performance and execution of commercial acts arising from these activities.

2. Description and purpose of the operation

The operation consists in the incorporation of ENGIE Brasil Energia Comercializadora Ltda, a wholly owned subsidiary of the Company, pursuant to the terms and conditions pursuant to the Merger Agreement and Justification Instrument, approved at the meeting of the Board of Directors on November 5, 2026.

In the light of the Merger, ENGIE Brasil Energia Comercializadora Ltda shall be extinguished and succeeded by the Company in all its rights and obligations pursuant to Article 227, Law 6.404/76. The Merger shall not imply an increase in Company’s capital.

The Merger is part of a broader initiative to streamline the current organizational structure, aimed at simplifying the Company's corporate structure, optimizing its management, and capturing operational efficiency gains.

3. Main benefits, costs, and risks of the operation

The Company understands that the Merger shall permit greater operational efficiency (with a simplification of internal processes), better cash management (reducing costs and retained capital), as well as optimizing the management and simplifying the corporate structure.
The Company's management estimates that the costs for executing the Merger are approximately R$ 80,000 (eighty thousand Brazilian reais), including expenses with publications, registrations, auditors, valuers, lawyers, and other professionals engaged for advisory purposes in the operation.

The Merger does not represent a factor of additional risk for the Company, the information under Section "4 – Risk Factors" of the Company's Reference Form 2026 continuing valid and current.

4. Share exchange ratio

The Merger shall not result in an increase in the Company's capital and consequently there will be neither issuance of new shares or any share exchange ratio since the Company is direct owner of 100% of the capital stock of ENGIE Brasil Energia Comercializadora Ltda.

5. Criterion for establishing the share exchange ratio

Not applicable, see reply under item 4 above.

6. Main elements of assets and liabilities that will form each portion of the equity in the event of a spin-off operation

Not applicable, as this is not a spin-off operation.

7. In the operation was or will be submitted for the approval of Brazilian or overseas authorities

Not applicable. The transaction is not subject to approval by any Brazilian or foreign authorities.

8. Share exchange ratio calculated in accordance with Article 264 of the Corporate Law

In view of the reply to item 4 above and the decision published on February 15, 2018 by the Board of the Brazilian Securities and Exchange Commission (CVM) in SEI Case 19957.011351/2017-21, Article 264 of the Corporate Law does not apply to incorporation, and therefore it will not be necessary to prepare the report cited in that provision.

9. Applicability of right of withdrawal and the value of reimbursement

Right of withdrawal on the part of the Company's shareholders in the context of the Merger does not apply since the Company is the direct shareholder of 100% of the shares representing the capital stock of ENGIE Brasil Energia Comercializadora Ltda.

10. Other material information

The Merger Agreement and Justification, the Management Proposal for the EGM and the Valuation Report prepared for the purposes of the Merger, shall be made available to the shareholders of the Company at the time of convening the EGM, at the corporate headquarters of the Company or ENGIE's Investor Relations website (www.engie.com.br/investidores), as well as the websites of the CVM (www.cvm.gov.br) and B3 (www.b3.com.br).