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

MATERIAL FACT

SIGNATURE OF THE PURCHASE AGREEMENT FOR ACQUISITION OF PHOTOVOLTAIC COMPLEXES WITH A TOTAL INSTALLED CAPACITY OF 545 MWac

ENGIE BRASIL ENERGIA S.A. ("ENGIE" or "Company"), a corporation listed as a publicly held company, with the Brazilian Securities and Exchange Commission ("CVM"), 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, wishes to inform the market in general as follows:

On October 28 2023, a Share Purchase Agreement ("Agreement") has been signed between Engie Brasil Energia Complementares Participações Ltda. ("EBECP"), a direct subsidiary of the Company, in the position of purchaser, and GIP Helios II S.A. ("GIP"), in the position of seller, regulating the acquisition by EBECP of the total number of shares issued by Atlas Energia Renovável do Brasil S.A. ("Atlas Renovável") and Atlas Brasil Energia Holding 2 S.A. ("Atlas Holding 2", and jointly with Atlas Renovável, denominated "Atlas") and, as a consequence, also the shares the issue of the photovoltaic plants of Juazeiro, São Pedro, Sol do Futuro, Sertão Solar and Lar do Sol held by Atlas ("Assets") .

Details as to the location of the projects, as well as the startup of operations, installed and commercial capacity and contraction among other information are shown in the following table:

	Juazeiro	São Pedro	Sol do Futuro	Sertão Solar	Lar do Sol	Totals
Location	Bahia	Bahia	Ceará	Bahia	Minas Gerais	-
Startup of operations	Feb-19	Nov-18	May-19	Dec-19	Mar-23	-
Installed Capacity (MWac)	120.0	54.0	81.0	90.0	200.0	545
Commercial Capacity (average MW)	34.8	15.0	16.2	26.1	53.0	145.1
Contraction	ACR (Reserve Energy Auction) - Regulated Market			ACR (New Energy Auction)	ACL – Free Market	-
Volume sold (average MW)	34.8	15.0	16.2	27.2	49.0	142.2
Price (~ R$/MWh Base Dec/2022)	433.00	451.00	429.00	181.00	N/D (1)	-
Term	2018-2038	2017-2037	2018-2038	2021-2041	2024-2042	-
Authorization until	2051	2051	2051	2053	2054	-

Note: (1) The Company does not disclose contracted energy prices in the ACL to respect the confidentiality of the transaction.

The closing of the operation is subject to the fulfilment of certain conditions precedent negotiated between the parties under the Agreement, including the approval by the Brazilian anti-trust authority (Conselho Administrativo de Defesa Econômica – CADE), among other usual suspensive conditions for operations of this nature.

The total acquisition value will be approximately R$ 3,240,000,000.00 (three billion, two hundred and forty million reais), divided between the purchase price for the amount of up to R$ 2,269,000,000.00 (two billion, two hundred and sixty-nine million reais), and the net debt of Atlas, in the amount of approximately R$ 971,000,000.00 (nine hundred and seventy-one million reais), which shall be consolidated. The values involved may be modified (earn-out), in accordance with the meeting of certain conditions enshrined in the Agreement, being subject to adjustments up to the date of closing the operation.

The signature of the Agreement by EBECP and operations contemplated therein, were approved at the Meeting of the Board of Directors held on October 27, 2023.

With the decision to invest in these assets, ENGIE Brasil Energia will ensure contracted energy compatible with the required return, positively impacting Ebitda margins in the long term. *"The acquisition of operating assets, with contracted energy, has become an attractive option for efficiently expanding our businesses at this time in the market",* explained Eduardo Takamori, Chief Financial and Investor Relations Officer at ENGIE Brasil Energia.

"This is one more step aligned to the execution of ENGIE Group's strategy of continuing to grow in renewable energy in Brazil. The way we conduct our acquisitions is based on a comprehensive analysis of risks, taking into account environmental and social aspects, together with aspects of governance as well as our own financial discipline, having as their objective the continuity and generation of positive results in a sustainable manner", Eduardo Sattamini, the Company's Chief Executive Officer commented.

Considering that the acquisition will be executed by EBECP, a limited company controlled by the Company, the provision in Article 256 of the Brazilian Corporations Law shall not apply, the operation therefore being not submitted to the general shareholders meeting of the Company, pursuant to CVM/SEP Official Circular/Annual-2023.

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, October 30, 2023.

Eduardo Takamori Guiyotoku
Chief Financial and Investor Relations Officer

Eduardo Antonio Gori Sattamini
Chief Executive Officer