



**EMBRAER S.A.**  
**Publicly Held Company**  
**CNPJ/ME: 07.689.002/0001-89**  
**NIRE: 353.003.257-67**

## **MATERIAL FACT**

**Embraer S.A.** (the "Company"), pursuant to CVM's Resolution No. 44, dated August 23, 2021, hereby informs its shareholders and the market in general that the Company, along with its subsidiary Embraer Aircraft Holding, Inc. ("EAH") and Nidec Motor Corporation (NMC), has entered into a Framework Agreement on June 17, 2023 ("Framework Agreement"). The Framework Agreement establishes the terms and conditions for the establishment of a newly formed company named Nidec Aerospace, LLC ("Newco") for the joint development and manufacture of electric propulsion systems ("Electric Propulsion Systems") for aeronautical usage, including for vertical take-off and landing vehicles ("eVTOL") and fixed-wing aircraft.

Additionally, on June 17, 2023, Newco entered into a Supply Agreement with Eve Holding Inc. ("Eve"), which governs the supply of Electric Propulsion Systems and related services by Newco to Eve for aeronautical usage.

On May 5, 2023, the Company's Board of Directors approved the transactions contemplated in the Framework Agreement, including the formation of Newco, the Company's investment in Newco and the execution of the corresponding agreements and related documents (the "Transaction").

### **Newco**

Newco is organized as a limited liability company under the laws of Delaware and was formed on June 16, 2023. Its principal place of business is in the state of Missouri, United States of America. The capital structure of Newco is divided between NMC and EAH, with NMC holding 51% and EAH holding 49% of the membership interests.

Initially, Newco's management will be conducted by a board of directors consisting of four members, with two appointed by NMC and two appointed by EAH. Upon receiving the applicable airworthiness certification for the Electric Propulsion System, Newco's board of directors will consist of five members, with three appointed by NMC and two by EAH.

### **Transaction**

The conclusion of the transactions provided in the Framework Agreement is subject to customary closing conditions, including the approval of relevant regulatory authorities (the "Closing").

At the Closing, EAH and NMC will license to Newco certain intellectual property and technology required for the development of the Electric Propulsion System and make an initial capital contribution to Newco. The Transaction also provides for additional contributions by EAH and NMC to Newco, upon the satisfaction of certain project milestones. The initial and additional contributions, in the form of equity or loans, add to approximately US\$78 million, from closing through 2026.

The Company expects that the Closing will occur by December 31, 2023.

The Company will keep its shareholders and the general market informed of any new relevant information regarding the Transaction.

São José dos Campos, June 17, 2023.

Antonio Carlos Garcia  
**Finance and Investor Relations Executive Vice-President**