

**ELETROMIDIA S.A.**

*Publicly Held Company*

Corporate Taxpayer Registration (CNPJ) No. 09.347.516/0001-81

Commercial Registry Number (NIRE) 35.300.458.89-3 | CVM Code No. 02556-9

**MATERIAL FACT**

**ELETROMIDIA S.A.** ("**Company**"), in compliance with the terms of article 157, 4<sup>th</sup> paragraph, of Law No. 6,404, of 1976, as amended ("**Brazilian Corporation Law**"), and of CVM Resolution No. 44, of 2021, hereby informs the shareholders and the market in general that, at a meeting held on this date, the Company's Board of Directors approved, among other matters: (i) the execution of the protocol and justification ("**Protocol and Justification**") between the managements of the Company and its wholly-owned subsidiaries, **ELEMIDIA CONSULTORIA E SERVIÇOS DE MARKETING S.A.** (CNPJ No. 05.881.258/0001-68) ("**Elemidia**") and **TV MINUTO S.A.** (CNPJ No. 14.369. 047/0001-31) ("**TV Minuto**" and, together with Elemidia, "**Companies**"), establishing the terms and conditions of the merger of the Companies by the Company ("**Mergers**" or "**Transaction**"); and (ii) the submission to the Extraordinary Shareholders' Meeting of the proposals of the Company's Third Stock Option Plan ("**Option Plan**") and the Company's Restricted Stock Plan ("**Restricted Stock Plan**") and, together with the Option Plan, the "**Plans**").

**1. The Mergers**

The Transaction is inserted in the context of the corporate reorganization involving the companies of the Company's economic group, carried out with the purpose of rationalizing, and simplifying the corporate structure of the investments of the Company and its subsidiaries ("**Corporate Reorganization**").

The merger of Elemidia and the merger of TV Minuto by the Company is separate operations with each other. Thus, the effectiveness of each of them on the respective effective date will occur regardless of the approval or effectiveness of the other Merger, so that the Mergers may occur separately or jointly, simultaneously, or not.

The effectiveness of each of the Mergers is subject to the verification of certain suspensive conditions, including, in addition to the relevant corporate approvals of the Company, Elemidia and TV Minuto, obtaining the consent of the Company's debenture holders and within the scope of the agreements entered between TV Minuto and Companhia do Metropolitano de São Paulo, as described in the Protocol and Justification.

Thus, upon approval by the Company's Extraordinary Shareholders Meeting, each of the Mergers will become fully and automatically effective, without additional formalities, on a date to be set at a meeting of the Board of Directors held to confirm the implementation or waiver,

as the case may be, of the suspensive conditions.

Since Elemidia and TV Minuto are wholly owned subsidiaries of the Company, the Transaction will be performed without any replacement ratio, and will not result in an increase in the Company's capital or the issuance of new shares by the Company, therefore, without any dilution in the Company's interest in the capital stock.

If the Mergers are approved and implemented, Elemidia and TV Minuto will be extinguished by operation of law and the Company will succeed them in all their rights, claims, faculties, powers, immunities, actions, exceptions, duties, debts, obligations, subjections, burdens, and responsibilities.

Annex I brings the main terms and conditions of the Transaction, in compliance with the provisions of CVM Resolution No. 78, of March 29<sup>th</sup>, 2022.

## **2. Option Plan and Restricted Stock Plan**

The Option Plan proposal is aimed at the Company's statutory directors, executives, collaborators, or employees, while the Restricted Stock Plan proposal has as possible beneficiaries employees of the Company.

The Plans will be managed by the Board of Directors, which may elect and define the beneficiaries and decide in relation to the granting of incentives and their conditions, observing the guidelines established in each one of the Plans.

The main objectives of the Plans are to give the beneficiaries the opportunity to become shareholders of the Company and thus participate together with the other shareholders in the valuation of the shares and the risks to which the Company is subject. Therefore, the Company believes that the Plan can stimulate the success and achievement of corporate objectives and align the interests of the Company's shareholders with those of the beneficiaries.

The Option Plan is limited to a maximum dilution not exceeding four percent (4%) of the Company's capital stock and the Restricted Stock Plan is limited to a maximum dilution of (0,4%) of the Company's capital stock, after the transfer of all shares resulting from the restricted stock granted under each Plan (*fully diluted basis*).

All documents and information related to the matters to be deliberated at the Extraordinary Shareholders Meeting, including the full Protocol and Justification, containing all terms, clauses, conditions and justification of the Transaction, the Plans and the Management Proposal for the Extraordinary Shareholders Meeting were made available on the Company's investor relations website (<https://ri.eletromidia.com.br/>), CVM's website (<https://www.gov.br/cvm/pt-br>) and

B3 S.A. – Brasil, Bolsa, Balcão's website (<https://www.b3.com.br>).

São Paulo, May 26<sup>th</sup>, 2023.

**RICARDO DE ALMEIDA WINANDY**  
Chief Investor Relations Officer

## Annex I

### *Main terms and conditions of the Transaction (Resolution No. 78, of 2022)*

#### **1. Identification of the companies involved in the transaction and brief description of the activities performed by them.**

##### **1.1. Company.**

###### **1.1.1. *Identification of the Company.***

The Company is a corporation with its acts of constitution registered with the Board of Trade of São Paulo ("JUCESP") under NIRE 35.300.458.89-3, enrolled in the CNPJ under No. 09.347.516/0001-81, and registered with the Securities and Exchange Commission of Brazil (CVM) as a publicly-held company in the category "A" under code number 02556-9.

###### **1.1.2. *Description of the activities performed by the Company.***

Eletromidia's corporate purpose includes, among other activities, importing, exporting, marketing and distributing electronic panels for computerized disclosure and publicity of data of public or private interest, computer equipment, parts, accessories and other products related to electronic media; leasing of movable assets and spaces for the placement of electronic products, mainly static and electronic panels for the computerized dissemination of publicity and data of public or private interest; creation and registration of trademarks for the electronic products marketed and distributed by the Company, including the license to use such trademarks for third parties; and the elaboration, execution and development of projects for the dissemination of electronic panels, by administration, contracting or subcontracting.

##### **1.2. Elemidia Consultoria e Serviços de Marketing S.A**

###### **1.2.1. *Identification of Elemidia.***

Elemidia is a corporation with its acts of incorporation registered with the JUCESP under NIRE 35.300.333.48-9, enrolled in the CNPJ under No. 05.881.258/0001-68.

###### **1.2.2. *Description of the activities performed by Elemidia.***

Elemidia's corporate purpose includes the granting and management of brand franchises and name for third parties and franchises in the field of consulting and marketing services; assignment of space for broadcast advertising in general, by any means, including but not limited to electronic media, aerial, terrestrial and by panels and electronic displays exhibitors in public

or private places such as shopping centers and buildings; creation, production of materials, planning and preparation of advertising campaigns and films in general; management and licensing software; intermediation of advertising campaigns or broadcasting; participation in other companies, in Brazil or abroad, as a partner or shareholder; rendering of consulting services in advertising and propaganda; registration, licensing, creation, production, installation and display of static visual ads; supply of monitors, wires, cables, and other electronic equipment necessary for the development of the activity; and the import and export of electronic advertising, institutional, news and cultural content.

### 1.3. TV Minuto S.A.

#### 1.3.1. *Identification of TV Minuto.*

TV Minuto is a corporation with its acts of incorporation registered with JUCESP under NIRE 35.300.412.99-1, enrolled in the CNPJ under No. 14.369.047/0001-31.

#### 1.3.2. *Description of the activities performed by TV Minuto.*

TV Minuto's corporate purpose includes the concession of use, through remuneration and charges, for the implementation, maintenance, and exploitation of media on multimedia monitors in the trains of lines 1, 2, and 3 of the Companhia do Metropolitano de São Paulo - Metrô.

## 2. **Description and purpose of the transaction.**

The Mergers are inserted in the context of the corporate reorganization of the Company, Elemidia and TV Minuto, in which a greater rationalization and simplification of the corporate structure and the activities of the Economic Group is pursued.

The merger of Elemidia and the merger of TV Minuto by the Company are separate operations. Thus, the effectiveness of each of them on the respective effective date will occur regardless of the approval or effectiveness of the other Merger, so that the Mergers may occur separately or jointly, simultaneously, or not.

## 3. **Main benefits, costs and risks of the transaction.**

### 3.1. Benefits.

Since the Companies and Eletromidia belong to the same Economic Group, with the Company holding all of the capital stock of Elemidia and TV Minuto, management understands that the Transaction will bring considerable administrative, economic and financial benefits to the

Parties, as follows: (i) rationalization and simplification of the corporate structure, and, consequently, consolidation and reduction of expenses and combined operating expenses; (ii) pooling of corporate resources and assets, allowing for better management of operations and assets and use of operating and financial resources; and (iii) greater operational integration of the Parties that will allow for better use of existing synergies and new forms of complementation between corporate activities.

### **3.2. Estimated Costs.**

It is estimated that the total costs and expenses to carry out and execute the Mergers, including the legal advisors', appraisers' and auditors' fees and the costs to carry out and publish the corporate acts should not exceed the amount of R\$ 300,000.00 (three hundred thousand reais).

### **3.3. Risks.**

Considering that the Company owns the entire capital stock of Elemidia and TV Minuto, the Parties understand that the Mergers do not increase their risk exposure and do not impact the risk of the Company's shareholders, investors and interested third parties.

## **4. Share Exchange ratio.**

The Mergers will be carried out without any exchange of shares issued by the merged companies for shares issued by the Company, since (i) the Company owns all the shares issued by Elemidia and TV Minuto; (ii) the Mergers will not result in an increase in the Company's capital stock; (iii) the Mergers will not result in the issuance of new shares by the Company; and (iv) there will be no migration of any shareholder from Elemidia and TV Minuto to the Company.

## **5. Criteria for fixing the exchange ratio.**

As per item 4 above, the Transaction is performed without replacement ratio.

## **6. Main active and passive elements that will form each part of the equity, in case of a spin-off.**

The Transaction will be preceded by the partial spin-off of Elemidia and does not comprise any spin-off in the Company.

## **7. If the transaction was or will be submitted to the approval of Brazilian or foreign authorities.**

If applicable, under the terms of the relevant laws and regulations, the Transaction will be

submitted to the authorities for analysis in order to obtain authorization for its consummation.

**8. In transactions involving controlling companies, subsidiaries or companies under common control, the share exchange ratio is calculated according to article 264 of the Brazilian Corporation Law.**

The evaluations of the net equity of the Parties for purposes of the comparative replacement ratio provided for in article 264 of the Brazilian Corporation Law are not applicable to the Mergers, in view of the fact that (i) the Company owns all the shares issued by Elemidia and TV Minuto, and there are no non-controlling shareholders that should migrate to the Company; and (ii) the Mergers will be carried out without a replacement ratio.

**9. Applicability of the right to withdraw and reimbursement amount.**

Since the Company is the only shareholder of Elemidia and TV Minuto, the approval of the Mergers at the Extraordinary Shareholders Meetings of Elemidia and TV Minuto will depend on the affirmative vote of the only shareholder. Thus, there will be no dissenting shareholder in the resolutions of the Extraordinary Shareholders Meetings of the merged companies, pursuant to article 137 and article 230 of the Brazilian Corporation Law.

Under the terms of article 136 and article 137 of the Brazilian Corporation Law, the Company's current shareholders will not be entitled to the right of withdrawal arising from the approval of the Mergers by the general shareholders' meeting.

**10. Other relevant information.**

The effectiveness of each of the Mergers is subject to the verification of certain suspensive conditions, including, in addition to the relevant corporate approvals of the Company, Elemidia and TV Minuto, obtaining the consent of the Company's debenture holders and within the scope of agreements entered into between TV Minuto and Companhia do Metropolitano de São Paulo, as described in the Protocol and Justification.

It will be incumbent upon the Board of Directors to confirm the implementation or waiver, as the case may be, of the suspensive conditions and, with this, determine the date on which the Transaction will produce all effects, fully and automatically, without additional formalities.

The relevant documents related to the Transaction, including the Protocol and Justification and the applicable appraisal reports, will be made available to shareholders in due course on the CVM's website (<https://www.gov.br/cvm/pt-br>), B3's website (<http://www.b3.com.br>) and the Company's website (<https://ri.eletromidia.com.br/>).