

NEOENERGIA S.A.

CNPJ/ME nº 01.083.200/0001-18
NIRE 33.3.0026600.3
Publicly-held Corporation

**COMPANHIA ENERGÉTICA DE
PERNAMBUCO – CELPE**

CNPJ/ME nº 10.835.932/0001-08
NIRE 26.3.0003292.9
Publicly-held Corporation

MATERIAL FACT

Neoenergia S.A. ("Neoenergia") and Companhia Energética de Pernambuco – CELPE ("Neoenergia Pernambuco"), in accordance with the provisions set forth in Article 157, paragraph 4, of Law 6,404, CVM Instruction nº 85/22 and CVM Resolution nº 44, and in addition to the material fact disclosed on April 20, 2022 ("Announcement of the Offer") hereby informs its shareholders and the market in general that, on this date, a registration request was filled with the Brazilian Exchange Commission ("CVM") for the tender offer for the acquisition of common shares ("ON") and preferred shares Class A ("PNA") and Class B ("PNB") issued by Neoenergia Pernambuco, aiming to promote the conversion of Neoenergia Pernambuco's registration as a publicly-held company in category "A" to category "B" ("Registration Conversion Offer"), which was with the first draft for the Registration Conversion Offer notice ("Notice")

As disclosed on the Announcement of the Offer, the Registration Conversion Offer will be launched at the price of R\$42.02 (forty-two reais and two cents) per ON; R\$42.02 (forty-two reais and two cents) per PNA and R\$46.22 (forty-six reais and twenty-two cents) per PNB, to be paid in Brazilian reais to shareholders who join the Registration Conversion Offer, adjusted in the terms and conditions set forth in the Notice.

The launch of the Registration Conversion Offer is subject to registration before CVM and B3 S.A. - Brasil, Bolsa, Balcão ("B3"), being that Neoenergia reiterates its intention not to proceed with the Registration Conversion Offer if (a) it is accepted by holders of less than 2/3 (two-thirds) of the shares object of the offer; and/or (b) the approval of holders of at least 2/3 (two-thirds) of the shares object of the offer authorized to take part in the Registration Conversion Offer auction is not obtained for the conversion of the Company's registration.

The other terms and conditions of the Registration Conversion Offer, including further information about the price and precedents conditions, are described in the Notice, that is still subject to CVM's analysis and approval.

Neoenergia has hired Banco BTG Pactual S.A., a financial institution headquartered in the state and city of São Paulo, at Avenida Brigadeiro Faria Lima, 3.477, 14º floor, CEP 04538-133, under CNPJ/MF nº 30.306.294/0002-26, to act as the intermediary institution for the Registration Conversion Offer, being responsible for the financial settlement of the offer, pursuant to article 8 of CVM Resolution nº 85/22.

The appraisal report of Neoenergia Pernambuco, that has already been disclosed, is available for consultation by shareholders at Neoenergia's headquarters and website (<https://ri.neoenergia.com/>) and on the websites of CVM (www.cvm.gov.br) and B3 (<http://www.b3.com.br>).

The Companies will keep their shareholders and the market in general informed of any new information regarding the Registration Conversion Offer, in accordance with applicable legislation and regulations.

This material fact is of an exclusively informative nature and does not constitute a public offer for the acquisition of securities.

Rio de Janeiro, May 18, 2022

NEOENERGIA S.A.

Leonardo Pimenta Gadelha

Executive Officer of Finance and Investor
Relations

**COMPANHIA ENERGÉTICA DE
PERNAMBUCO**

Renato de Almeida Rocha

Chief Financial and Investor Relations
Officer