



ENAUTA PARTICIPAÇÕES S.A.
CNPJ/MF No. 11.669.021/0001-10

MATERIAL FACT

MERGER OF THE COMPANY INTO 3R PETROLEUM

ENAUTA PARTICIPAÇÕES S.A. ("Company"), in compliance with CVM Resolution No. 44, of August 23, 2021, and CVM Resolution No. 78, of March 29, 2022 ("CVM Resolution 78/22"), hereby informs its investors and the market in general that, on October 8, 2024, the Board of Directors approved the execution of the "*Protocolo e Justificação de Incorporação da Enauta Participações S.A. pela 3R Petroleum Óleo e Gás S.A.*" ("Protocol and Justification"), which establishes the terms and conditions of the merger of the Company into 3R Petroleum Óleo e Gás S.A. ("3R Petroleum" and "Enauta Participações Merger", respectively).

Pursuant to the article 3 of CVM Resolution 78/22, the Company describes below the main terms, conditions and other information relating to the Enauta Participações Merger, under the terms of the Protocol and Justification, which will be submitted for resolution at the Company's extraordinary general meeting.

1. Identification of the Companies Involved and a Brief Description of the Activities they Perform

3R Petroleum is a publicly held company, listed on B3's Novo Mercado segment, headquartered in the City of Rio de Janeiro, in the State of Rio de Janeiro, at Centro Cultural FGV, located at the Torre Oscar Niemeyer, Praia de Botafogo, No. 186, Botafogo, Zip Code 22250-900, registered with the CNPJ/MF under No. 12.091.809/0001-55. Founded in 2010, it operates in the exploration and production of oil and natural gas, and is authorized to operate assets in onshore and offshore fields, including pre-salt fields. Through its subsidiaries, it operates in the midstream and downstream segments of the oil and gas chain.

On July 31, 2024, upon the closing of the merger of the Company's shares by 3R Petroleum, the Company became a fully owned subsidiary of 3R Petroleum.

2. Description and Purpose of the Transaction

The Enauta Participações Merger is a subsequent step to the merger of the Company's shares by 3R Petroleum, which was duly consummated on July 31, 2024.

3R Petroleum will incorporate the Company's net equity, valued at book value, and will succeed the Company, universally, in all of its rights and obligations, under the terms of art. 227 of Law no. 6,404/1976 ("Brazilian Corporate Law"), with the consequent extinction of the Company.

The Enauta Participações Merger is part of a process to simplify Brava Group's corporate structure, as it seeks to (i) optimize and simplify the structure, and consequently consolidate and reduce combined operational costs and expenses; (ii) capture synergies and efficiency gains, with the operational combination and union of the business resources and assets involved in the business of the companies involved, with the consequent optimization in the management of operations, costs, expenses and strengthening of investments with different growth possibilities, which will result in substantial value creation for the Brava Group, as well as for its respective shareholders, customers, supply chain and employees.

3. Main Benefits, Costs and Risks of the Transaction

The Enauta Participações Merger serves the interests of the Company, 3R Petroleum and their respective shareholders, as it seeks to simplify Brava Group's corporate structure, with the consequent optimization and reduction of operating costs, and the elimination of redundancies and inefficiencies.

The Company's Management estimates that the total costs and expenses for carrying out the Enauta Participações Merger will be approximately BRL 200,000.00 (two hundred thousand reais), which includes the costs of appraisals, legal advice, publications and other related expenses. The Company clarifies that the estimated amount will not necessarily be met in full.

As a result of the proposed transaction, the Company will be extinguished and 3R Petroleum will succeed the Company in all of its rights and obligations. In addition to said succession, the Company does not foresee any relevant risks for the implementation of the Enauta Participações Merger, other than those usual incident to the day-to-day activities of the companies involved and compatible with their size and operations. The risk factors relating to the activities of the companies involved are already reflected in the Company's and 3R Petroleum's Reference Form.

4. Criteria for Calculation of the Exchange Ratio

Not applicable, given that all of the shares issued by the Company are fully held by 3R Petroleum. As a result, the transaction will not result in the issuance of new shares by 3R Petroleum or any change in its share capital.

5. Approval of Brazilian or Foreign Authorities

Not applicable, given that the Enauta Participações Merger will not be subject to appraisal and approval by any authority, in Brazil or abroad.

6. Applicability of the Right to Withdrawal and Reimbursement Amount

Not applicable, given that (i) the Enauta Participações Merger will not give rise to any right of withdrawal for 3R Petroleum shareholders, under the terms of the Brazilian Corporate Law, and (ii) 3R Petroleum is the sole shareholder of Enauta Participações.

7. Other Material Information

The Company's Board of Directors has approved the calling of an extraordinary general meeting to approve, among other matters, the Protocol and Justification and the Enauta Participações Merger, and the documents required for the exercise of voting rights will be made available to shareholders at the Company's head office, as well as at the CVM's (www.cvm.gov.br), B3's (www.b3.com.br) and the Company's (<https://ri.bravaenergia.com/>) electronic addresses, and may be consulted by the Company's shareholders in accordance with the applicable regulations.

The Company will keep its shareholders and the market duly informed about the development of the transaction that is the object of this Material Fact, including under the terms of the CVM Resolution No. 78/22.

Rio de Janeiro, October 9, 2024

Pedro Medeiros

Investor Relations Officer