



3R PETROLEUM ÓLEO E GÁS S.A.
CNPJ/MF No. 12.091.809/0001-55



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

MATERIAL FACT

FULFILLMENT OF THE CONDITIONS PRECEDENT AND CLOSING OF THE TRANSACTION

3R PETROLEUM ÓLEO E GÁS S.A. ("**3R**") and **ENAUTA PARTICIPAÇÕES S.A.** ("**Enauta**" and, jointly with 3R, the "**Companies**"), under the terms of CVM Resolution No. 44, August 23, 2021, following the material facts disclosed on April 1 and 9, 2024, May 17 and 22, 2024, June 26, 2024, and July 17, 2024, and the notice to the market disclosed on July 5, 2024 regarding the transaction involving the merger of Maha Energy (Holding) Brasil Ltda. ("**Maha Holding**") into 3R ("**Merger of Maha Holding**"), and the merger of Enauta shares into 3R ("**Merger of Enauta Shares**" and, jointly with Merger of Maha Holding, "**Transaction**"), communicate to its investors and the market in general that: (i) 3R e Maha Holding verified the fulfillment of the conditions precedent for the consummation of the Merger of Maha Holding, under the terms of the "*Protocolo e Justificação de Incorporação da Maha Energy (Holding) Brasil Ltda. pela 3R Petroleum Óleo e Gás S.A.*" ("**Protocol and Justification Maha Holding**"); and (ii) the Companies verified the fulfillment of the conditions precedent for the consummation of the Merger of Enauta Shares, under the terms of the "*Protocolo e Justificação das Ações de Emissão da Enauta Participações S.A. pela 3R Petroleum Óleo e Gás S.A.*" ("**Protocol and Justification Enauta**" and, jointly with Protocol and Justification Maha Holding, "**Protocols**").

Under the terms of the Protocols, the Board of Directors of the Companies and Maha Holding, as applicable:

- (i) confirmed that, pursuant to the tentative schedule for closing of the Transaction set forth in the material fact released on July 17, 2024 ("**Schedule**"), the closing of the Transaction will take place on July 31st, 2024 ("**Closing Date**");
- (ii) verified that, under the terms of the Protocol and Justification Enauta, it will be attributed 0.805012676 common share issued by 3R for each share issued by Enauta in relation to the Merger of Enauta Shares, so that it will be attributed to Enauta's shareholders a total of 213,623,971 new booky-entry common shares, with no par value, issued by 3R, representing 45.98% of 3R's share capital;
- (iii) verified that, under the terms of the Protocol and Justification Maha Holding, it will be attributed 0.059604188 common share issued by 3R for each quota issued by Maha Holding in relation to the Merger of Maha Holding, so that it will be attributed to Maha Holding's sole quotaholder a total of 10,081,840 new booky-entry common shares, with no par value, issued by 3R, representing 2.17% of 3R's share capital;

- (iv) verified that, under the terms of the Protocol and Justification Enauta and as approved at the Extraordinary General Meeting of 3R held on June 26, 2024 ("3R's Meeting held on June 26"), as of the Closing Date, the change of (a) the composition of the Board of Directors approved at 3R's Meeting held on June 26 will become effective, accordingly with the below, as well as (b) the amendments to 3R's bylaws approved at 3R's Meeting held on June 26; and
- (v) verified that 3R will issue 223,705,811 (new book-entry common shares, with no par value, as a result of the completion of the Transaction.

As provided for under the Protocol and Justification Enauta and approved on 3R's Meeting held on June 26, effectively from July 31, 2024, the Board of Directors of the Company will be comprised as follows:

- André Marcelo da Silva Prado
- Carlos Alberto Pereira de Oliveira
- Harley Lorentz Scardoelli
- Mateus Tessler Rocha
- Matheus Dias de Siqueira
- Ricardo de Queiroz Galvão
- Rogério Paulo Calderón Peres

The remaining steps of the Transaction will be implemented pursuant to the deadlines and procedures set out in the Schedule and previous material facts on the matter released by the Companies.

The Companies will keep their shareholders and the market in general informed of any relevant updates and the development on the matter, under the terms of the applicable regulations.

Rio de Janeiro, July 30, 2024

Rodrigo Pizarro Lavalle da Silva
Chief Financial and Investor Relations Officer

Pedro Rodrigues Galvão de Medeiros
Chief Financial and Investor Relations Officer