

## MATERIAL FACT

## Significant Shareholder Restructuring

**Rio de Janeiro, May 15<sup>th</sup>, 2023**

Enauta Participações S.A. ("Enauta", "Company", B3: ENAT3) hereby informs shareholders and the market in general the receipt of the attached hereto correspondence regarding a significant change in its shareholder structure, with the entry of vehicles managed by Vinci Partners Investments and Jive Investments. The change reflects, on this date, a binding agreement with Queiroz Galvão S.A. (QGSA), transferring 48,694,267 (forty-eight million, six hundred and ninety-four thousand, two hundred and sixty-seven) common shares issued by Enauta Participações S.A., currently owned by QGSA, representing 18.32% (eighteen-point thirty-two percent) of Enauta's total shares. As a result:

- (i) Funds managed by Jive Asset Gestão de Recursos Ltda. will hold 41,157,818 (forty-one million, one hundred and fifty-seven thousand, eight hundred and eighteen) common shares issued by Enauta, representing 15.48% (fifteen-point forty-eight percent) of Enauta's total shares; and
- (ii) Funds managed by SPS CAPITAL Gestão de Recursos Ltda (asset manager of Vinci Partners Investments Ltd.) will hold 7,536,449 (seven million, five hundred and thirty-six thousand, four hundred and forty-nine) common shares issued by Enauta, representing 2.84% (two-point eighty-four percent) of Enauta's total issued shares.

In their correspondence, Jive Investments expresses the intention to nominate a member for the Company's Board of Directors.

QGSA will no longer hold the majority of Enauta's shares and will continue to actively participate in the Company's administration. Furthermore, QGSA considers the entry of new qualified investors with capital markets experience and high corporate governance practices can contribute with Enauta's shareholders value generation.

The updated shareholder composition following the shares transfer is as follows:

	Common Shares	%
QGSA	118,765,024	44.68%
Jiva Investments	41,157,818	15.48%
Quantum FIA	18,606,588	7.00%
Vinci Partners Investments	7,536,449	2.84%
Outstanding Shares	76,919,015	28.94%
Treasury Shares	2,331,677	0.88%
Directors	490,334	0.18%
<b>Total</b>	<b>265,806,905</b>	<b>100.00%</b>



Enauta Participações S.A. | CNPJ/MF nº 11.669.021/0001-10 | Publicly-held Company

#### **ABOUT ENAUTA**

Enauta is one of the leading private companies in the exploration and production sector in Brazil. The Company has a balanced asset portfolio spread through the Brazilian coast and two producing assets: its 45%-owned Manati Field, one of the main suppliers of gas to the Northeast region of Brazil, and the Atlanta Field, located in the deep waters of the Santos Basin, where it is the operator, with a 100% ownership stake. Listed on the Novo Mercado of B3 since 2011, under the ticker symbol ENAT3, Enauta is committed to the sustainability of its operations, having invested heavily in improving good governance and compliance practices. For more information, visit us at [www.enauta.com.br](http://www.enauta.com.br).

***FREE TRANSLATION PREPARED BY ENAUTA FOR INFORMATION  
PURPOSES***

Rio de Janeiro, May 15, 2023.

To

**ENAUTA PARTICIPAÇÕES S.A.**

Almirante Barroso Avenue, No. 52, store 1301 (part), Centro

ZIP Code: 20031-918 – Rio de Janeiro – RJ

Att. Mr. – Chief Financial and Investor Relations Officer

Dear Sir,

Queiroz Galvão S.A., a publicly held company headquartered at Rua Santa Luzia, 651, 20th floor - part, Rio de Janeiro, Registry under No. 02.538.798/0001-55 ("QGSA"), hereby, for the purposes of Brazilian Securities and Exchange Commission Resolution No. 44/21, provides the following information:

1. QGSA has entered into a binding agreement today, foreseeing the transfer of 48,694,267 (forty-eight million, six hundred and ninety-four thousand, two hundred and sixty-seven) common shares issued by Enauta Participações S.A. ("Enauta" or "Company"), currently held by QGSA, to: (i) funds<sup>1</sup> managed by Jive Asset Gestão de Recursos Ltda., which together will hold 41,157,818 (forty-one million, one hundred and forty-seven thousand, eight hundred and eighteen) common shares of Enauta; (ii) funds<sup>2</sup> managed by SPS CAPITAL Gestão de Recursos Ltda. (manager of Vinci Partners Investments Ltd.), which together will hold 7,536,449 (seven million, five hundred and thirty-six thousand, four hundred and forty-nine) common shares of Enauta.

2. After the formalization of the share transfer with the Company's custodian agent (Itaú Corretora de Valores S.A.), QGSA's shareholding in Enauta will be reduced from

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<sup>1</sup> Namely: (i) Management and Recovery Fund - Non-Standardized Credit Rights Investment Fund; (ii) JCI II - Non-Standardized Credit Rights Investment Fund; (iii) JCI III - Non-Standardized Credit Rights Investment Fund; (iv) JCI IV A - Non-Standardized Credit Rights Investment Fund; and (v) JCI IV C - Non-Standardized Credit Rights Investment Fund.

<sup>2</sup> Namely: (i) Special Assets II - Non-Standardized Credit Rights Investment Fund; and (ii) Special Assets III - Non-Standardized Credit Rights Investment Fund.

167,459,291 (one hundred and sixty-seven million, four hundred and fifty-nine thousand, two hundred and ninety-one) to 118,765,024 (one hundred and eighteen million, seven hundred and sixty-five thousand and twenty-four) common shares, representing 44.68% (forty-four point sixty-eight percent) of Enauta's share capital.

3. QGSA informs that, in addition to the remaining 118,765,024 (one hundred and eighteen million, seven hundred and sixty-five thousand and twenty-four) common shares, QGSA does not hold or own any other securities issued by Enauta or any derivative financial instruments referencing the Company's shares.

4. QGSA informs that it has not entered into any agreement or contract governing the exercise of voting rights or the purchase and sale of securities issued by Enauta.

5. QGSA informs that it intends to continue actively participating in the management of the Company's activities.

6. QGSA believes that the entry of new qualified investors with capital markets experience and high corporate governance practices can contribute with Enauta's shareholders value generation.

7. QGSA also clarifies that it intends to maintain negotiations on its capital structure adjustment while reiterating that will keep the Company and the market duly informed.

Sincerely,

**QUEIROZ GALVÃO S.A.**

**FREE TRANSLATION PREPARED BY ENAUTA FOR INFORMATION  
PURPOSES**

São Paulo, May 15, 2023.

To

**ENAUTA PARTICIPAÇÕES S.A.**

Almirante Barroso Avenue, No. 52, store 1301

Centro, Rio de Janeiro

ZIP Code: 20031-918

Att. **Mr. – Pedro Medeiros**

Chief Financial and Investor Relations Officer

By e-mail: [pedro.medeiros@enauta.com.br](mailto:pedro.medeiros@enauta.com.br)

Ref.: Notification of Brazilian Securities and Exchange Commission Resolution No. 44 -  
Disclosure of Relevant Transaction

Dear Mr. Pedro,

We hereby inform you that (i) Fundo de Gestão e Recuperação – Fundo de Investimento em Direitos Creditórios Não Padronizados, a non-standardized credit rights investment fund constituted as a closed-end condominium, registry under No. 35.880.835/0001-68 ("FGR FIDC"); (ii) JCI II – Fundo de Investimento em Direitos Creditórios Não Padronizados, a non-standardized credit rights investment fund constituted as a closed-end condominium, registry under No. 40.054.735/0001-12 ("JCI II FIDC"); (iii) JCI III – Fundo de Investimento em Direitos Creditórios Não Padronizados, a non-standardized credit rights investment fund constituted as a closed-end condominium, registry under No. 40.054.747/0001-47 ("JCI III FIDC"); (iv) JCI IV A – Fundo de Investimento em Direitos Creditórios, a credit rights investment fund constituted as a closed-end condominium, registry under No. 45.358.996/0001-40 ("JCI IV A FIDC"); (v) JCI IV C – Fundo de Investimento em Direitos Creditórios Não Padronizados, a non-standardized credit rights investment fund constituted as a closed-end condominium, registry under No. 45.359.133/0001-97 ("JCI IV C FIDC", together referred to as the "Funds"), all vehicles managed by Jive Asset Gestão de Recursos Ltda., a limited liability company registry under No. 13.966.641/0001-47, headquartered at Brigadeiro Faria Lima Avenue,

No. 1,485, 19th floor, Lest Side, Jardim Paulistano – ZIP Code 01452-002, São Paulo, state of São Paulo ("Jive Asset"), entered into a binding agreement with Queiroz Galvão S.A. ("QGSA"), the controller shareholder of Enauta Participações S.A. ("Enauta" or "Company"), on this date, establishing the transfer by QGSA to the Funds of 41,157,818 (forty-one million, one hundred and fifty-seven thousand, eight hundred and eighteen) common shares issued by Enauta ("Transaction").

As the fund manager of the aforementioned Funds, Jive Asset informs that, upon formalization of the share transfer with the Company's custodian agent, the combined equity of the Funds will represent a total of 15.48% (fifteen-point forty-eight percent) of the total share capital of the Company resulting from the Transaction.

Jive Asset further informs that, as of today, neither Jive Asset nor the Funds hold or are the owners of any other securities issued by Enauta or derivative financial instruments referencing said shares.

Jive Asset views exploration, production, oil and natural gas trading in which the Company operates with a positive perspective and highlights the potential for Enauta's shares appreciation in the medium term.

For the purpose of complying with the disclosure obligation set forth in Article 12 of CVM Resolution No. 44, dated August 23, 2021, as amended ("CVM Resolution 44"), Jive Asset hereby informs that, for now, it intends to appoint at least 1 (one) member to Enauta's Board of Directors, aiming to contribute to the Company's corporate governance, adding value to the Company and its shares.

Jive Asset also informs that the Funds are considering the possibility of increasing their position in Enauta, as well as any potential business opportunities.

We kindly request the information is transmitted to the Brazilian Securities and Exchange Commission - CVM.

Should you require any further clarification, we remain at your disposal.

Sincerely,

**FUNDO DE GESTÃO E RECUPERAÇÃO – FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS NÃO PADRONIZADOS**

**JCI II - FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS NÃO PADRONIZADOS**

**JCI III - FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS NÃO PADRONIZADOS**

**JCI IV A – FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS**

**JCI IV C – FUNDO DE INVESTIMENTO EM DIREITOS CREDITÓRIOS NÃO PADRONIZADOS**

**FREE TRANSLATION PREPARED BY ENAUTA FOR INFORMATION  
PURPOSES**

São Paulo, May 15, 2023.

**ENAUTA PARTICIPAÇÕES S.A.**

Att. Mr. – Pedro Medeiros

Almirante Barroso Avenue, No. 52, store 1301 (part)

Centro, Rio de Janeiro

ZIP Code: 20031-918

Telephone: (21) 3509-5959

[ri@enauta.com.br](mailto:ri@enauta.com.br)

Ref.: Acquisition of Shareholding

ATIVOS ESPECIAIS II - FIDC NP and ATIVOS ESPECIAIS III - FIDC NP, registry under No. 35,448,967/0001-15 and No. 42,401,957/0001-90, respectively, hereby represented by their manager, SPS Capital Gestão de Recursos Ltda., headquartered at Iguatemi Street, No. 448, set 601, Itaim Bibi, in the City of São Paulo, State of São Paulo, ZIP Code 01451-01, registry under No. 16,954,358/0001-93 ("SPS Capital"), hereby inform that on May 15, 2023, they have acquired a stake of 2.84% (two point eight four percent) in the issued shares of Enauta Participações S.A. ("Company") through the execution of a binding contract with Queiroz Galvão S.A., the controller shareholder of the Company ("QGSA"). This stake is equivalent to a total of 7,536,449 (seven million, five hundred and thirty-six thousand, four hundred and forty-nine) shares issued by the Company.

We remain at your disposal for any further clarifications that may be required at the following telephone number: (11) 3572-3700 - Mr. Marcelo Mifano.

Sincerely,

**SPS Capital Gestão de Recursos Ltda.**