



## MATERIAL FACT

# Signing of Memorandum of Understanding aiming Enauta and 3R activities integration

**Rio de Janeiro, April 10, 2024**

Enauta Participações S.A. (“Enauta”), following the material fact of April 1<sup>st</sup>, 2024, informs that after unanimous approval from its Board of Directors, it has entered into a Memorandum of Understanding (MoU) with 3R Petroleum Óleo e Gás S.A. (“3R”) and Maha Energy Offshore Brasil Ltda. (“Maha”) regarding a potential transaction involving the integration of Enauta and 3R’s activities. The MoU provides for, in particular:

- Assumptions, terms and general conditions governing the potential transaction, including the exchange of participation currently held by Maha in a company controlled by 3R for a direct participation in 3R (roll-up);
- Exclusive due diligence and negotiation for 30 days, extendable for an equal period.

Under the potential transaction, Enauta will be incorporated by 3R, and Enauta’s shareholders will receive new shares of 3R so that the share capital of the new integrated company will be represented by 53% of 3R shareholders and 47% of Enauta shareholders, subject to adjustments.

The potential transaction also envisages the roll-up of Maha's 15% stake in 3R Offshore so that it receives 2.17% of the new integrated company, subject to terms and conditions provided for in the MoU, including a fairness opinion.

The structure of the potential transaction, including the exchange ratio to be established, is subject to changes and usual adjustments for this type of transaction and due diligence results.

The implementation of the potential transaction is subject to execution of definitive documents and conditions precedent, including approval by Enauta and 3R shareholders and legal and regulatory approvals, including Brazil’s Administrative Council for Economic Defense – CADE.

The Company engaged XP Finanças Assessoria Financeira and Citigroup Global Markets Brasil CCTVM as financial advisors and Pinheiro Neto Advogados as legal advisor.