

EQUATORIAL ENERGIA S.A.
Publicly Held Company
Corporate Taxpayer ID (CNPJ/ME) No. 03.220.438/0001-73
Company Registry (NIRE) 2130000938-8
CVM Code No. 02001-0

MATERIAL FACT

Equatorial Energia S.A. (“Equatorial” or “Company”) (B3: EQTL3; USOTC: EQUEY), in compliance with the provisions contained in Article 157, Paragraph 4, of the Law 6,404, dated December 15, 1976, as amended, and to the Brazilian Securities and Exchange Commission (“CVM”) Rule No. 44, dated August 23, 2021, communicates to its shareholders and the market in general the following:

On this date, a Share Purchase and Sale Agreement was executed by and between **Equatorial Participações e Investimentos S.A.**, a subsidiary of the Company, as purchaser (“Purchaser”), and **Enel Brasil S.A.**, as seller (“Seller”), with the Company as intervening party and guarantor, and **Celg Distribuição S.A. – CELG D.** (“Celg-D” and “Share Purchase and Sale Agreement”).

Pursuant to the Share Purchase and Sale Agreement, the parties agreed upon, among other matters, the acquisition, by the Purchaser, of 282,965,232 (two hundred and eighty-two million, nine hundred and sixty-five thousand, two hundred and thirty-two) common shares, representing 99.964% of the corporate capital of Celg-D (“Transaction”).

As part of the Transaction, Purchaser shall pay to the Seller the total amount of R\$ 1,575,000,000.00 (one billion, five hundred and seventy-five million Reais), subject to adjustment by the variation of the DI Rate from the base date of March 31, 2022 (“Base Date”) up to and including the closing date, and to positive or negative adjustments arising from, among others, the variation of its net indebtedness and net assets between the Base Date and the closing date (“Purchase Price”). The Purchase Price may also be increased by an earn-out as a result of contingency payments and receipts, pursuant to the Share Purchase and Sale Agreement.

The completion of the Transaction is subject to certain conditions precedent, including, among others, (a) approval of the Transaction by the Administrative Council for Economic Defense (“CADE”); and (b) approval of the Transaction and of the CELG-D’s Transfer Control Plan by the Brazilian National Electric Energy Agency (“ANEEL”), which may include, among others, flexibility and/or adjustments in the concession’s regulatory parameters.

In addition, the Share Purchase and Sale Agreement contains a provision related to the restructuring of the existing loans between CELG-D, the Seller and other entities of the same economic group, in the amount of R\$ 5,717,358,000.00 (five billion, seven hundred and seventeen million, three hundred and fifty-eight thousand Reais) on the Base Date. As a result of such

restructuring, CELG-D shall repay the outstanding loans within 12 (twelve) months as of the closing of the Transaction.

Finally, CELG-D represents that, in the present date, it does not intend to proceed with its delisting within 1 (one) year as of the present date.

As a result of the Transaction, the Company will diversify the development of its activities in the energy distribution segment to an additional region, demonstrate its unique approach on the identification of opportunities, marked by the financial discipline on capital allocation, and reinforces its consolidating role in the energy distribution segment, expanding the opportunities of value creation as an integrated player in energy segment and adding over 3.3 million clients to our client base.

Banco BTG Pactual acted as the Company's exclusive financial advisor in the Transaction.

The Company will keep its shareholders and the market informed of any relevant updates regarding the matters dealt with herein.

São Luís, September 23, 2022

Leonardo da Silva Lucas Tavares de Lima
CFO and IRO