

**VTRM ENERGIA PARTICIPAÇÕES S.A.**

**(new name: Auren Energia S.A.)**

CNPJ No. 28.594.234/0001-23

NIRE 35.300.508.271

**MATERIAL FACT**

**VTRM ENERGIA PARTICIPAÇÕES S.A. (new name: Auren Energia S.A.)** (“VTRM” or the “Company”), pursuant to article 157, section 4, of Law 6,404/76 (“Corporation Law”) and CVM Resolution No. 44/21, in continuity to the Material Facts disclosed on January 24<sup>th</sup>, 2022, February 4<sup>th</sup>, 2022, February 15<sup>th</sup>, 2022, February 25<sup>th</sup>, 2022, and March 11<sup>th</sup>, 2022, hereby informs its shareholders and the market in general the following.

**1. Consummation Date of the Merger of CESP’s Shares**

On this date, the Company’s Board of Directors and the Board of Directors of CESP – Companhia Energética de São Paulo (“CESP”) approved, among other matters, the verification of the implementation of the conditions precedent (“Conditions Precedent”) to which the merger of CESP’s shares by VTRM (“Merger of Shares”) was subject, according to the terms and conditions of the “Private Instrument of Protocol and Justification of the Merger of Shares of CESP – Companhia Energética de São Paulo by VTRM Energia Participações S.A.” (“Protocol and Justification”).

Upon the confirmation of the implementation of the Conditions Precedent, the date of **March 25<sup>th</sup>, 2022** was declared to be the effectiveness date (“Closing Date”), automatically, with no need for additional formalities, for the Merger of Shares and other steps related to the transaction, pursuant to the Protocol and Justification and as approved at the general meetings of CESP and the Company held on February 15<sup>th</sup>, 2022 (“CESP ESM 02.15.22” and “VTRM ESM 02.15.22”).

Therefore, become effective on the Closing Date, for all legal purposes, producing the pertinent effects, the transaction and its steps, including: (i) the reverse split of VTRM shares, as approved at the VTRM ESM 02.15.22; (ii) the Merger of Shares (“Reverse Split”); (iii) the increase of VTRM’s capital stock (“VTRM Capital Increase”), by issuing new common shares (“New VTRM ON Shares”) and new compulsorily redeemable preferred shares (“New VTRM PN Shares” and, together with New VTRM ON Shares, “New VTRM Shares”) to be paid up through the Merger of Shares; and (iv) the redemption of the New VTRM PN Shares (“Redemption of VTRM PN Shares”).

Under the terms declared by the Boards of Directors of the Company and of CESP, seven million, fifty thousand, sixty-six (7,050,066) common shares, seven million, three hundred and one thousand, eighty hundred and eight (7,301,808) class A preferred shares and one hundred and eighty-two million, seventeen thousand, six hundred and eighty-nine (182,017,689) class B preferred shares issued by CESP will be merged into VTRM, corresponding to the total shares issued by CESP, excluding the shares owned by VTRM and those held in CESP's treasury.

Furthermore, the Company's Board of Directors approved the VTRM Capital Increase in the amount of BRL 307,622,529.00 (three hundred and seven million, six hundred and twenty-two thousand, five hundred and twenty-nine Brazilian reais), through the issuance of 303. 217,051 (three hundred and three million, two hundred and seventeen thousand and fifty-one) New VTRM ON Shares and 4,405,478 (four million, four hundred and five thousand, four hundred and seventy-eight) New VTRM PN Shares.

The New VTRM Shares will be assigned to CESP's shareholders, in replacement for the merged shares issued by CESP held by them on the Closing Date, and for each 1 share issued by CESP held by them, regardless of type or class, the shareholder will receive, pursuant to the Protocol and Justification: (i) 1.544114302635 New VTRM ON Shares; and (ii) 0.022434625149 New VTRM PN Shares.

On the Closing Date, all of the 4,405,478 (four million, four hundred and five thousand, four hundred and seventy-eight) New VTRM PN Shares will be redeemed and immediately cancelled as a part of the Redemption of VTRM PN Shares. As a result of the Redemption of the VTRM PN Shares, VTRM shall pay, in Brazilian currency, the amount of BRL 17.829582502256 for each one of the New VTRM PN Shares redeemed, totaling the amount of BRL 78,547,833.46 (seventy-eight million, five hundred forty-seven thousand, eight hundred thirty-three Brazilian reais and forty-six cents) ("**Redemption Amount**").

The Redemption Amount will not be updated or accrued with interest until the effective payment date and will be paid according to the terms and procedures disclosed on this date in a notice to shareholders available in the Company's (<https://www.vtrm.com.br>), CVM's (<https://www.gov.br/cvm/pt-br>), and B3's (<https://www.b3.com.br>) websites.

In view of the tax liability attributed to VTRM, in the case of CESP's non-resident shareholders, VTRM will withhold from the Redemption Amount the amounts corresponding to the taxes for which, under the applicable rules, VTRM is responsible for making the payment at source in the name and on behalf of the shareholder. The information and documents pertinent to this purpose shall be made available to CESP by the non-resident shareholders until 12:00 noon on March 28<sup>th</sup>, 2022, pursuant to CESP's

Notice to Shareholders of March 11, 2022, available in the CESP's (<https://ri.cesp.com.br/>), CVM's (<https://www.gov.br/cvm/pt-br>), and B3's (<https://www.b3.com.br>) websites.

The table below illustrates, in a simplified way, the composition of VTRM's capital stock after the effectiveness of the Reverse Split, the Capital Increase and the Merger of Shares, and Redemption of VTRM PN Shares:

COMPOSITION OF VTRM'S CAPITAL STOCK AFTER THE EFFECTIVENESS OF THE TRANSACTION		
Shareholder	Common Shares	% Common Shares
Votorantim S.A.	377,434,774	37.743477%
Canada Pension Plan Investment Board	320,598,904	32.059890%
Outros	301,966,318	30.1966%
Ações em Tesouraria	0	0%
<b>TOTAL</b>	<b>1,000,000,000</b>	<b>100%</b>

*\* Also including the number of shares to be held by controlled entities of the shareholder.*

## 2. CESP's Shares Closing and VTRM's Shares Start Trading

As a result of the consummation of the Merger of Shares, on the Closing Date (except for the trades carried out up to and including the Closing Date), CESP shares shall cease to be traded on B3.

The shares issued by VTRM will start being traded on the special segment of listing of B3 called Novo Mercado as of March 28, 2021, pursuant to further information disclosed on this date in a notice to shareholders available in the Company's (<https://www.vtrm.com.br/>), CVM's (<https://www.gov.br/cvm/pt-br>), and B3's (<https://www.b3.com.br>) websites.

In view of the approval, on this date, of the change of the corporate name of VTRM to **Auren Energia S.A.**, and of the launch of the Company's new brand and visual identity, the common shares issued by **Auren Energia S.A.** will be traded on B3's Novo Mercado under the ticker "AURE3".

São Paulo, March 23<sup>th</sup>, 2022.

Fabio Rogério Zanfelicé

## **Investor Relations Officer**