

VTRM ENERGIA PARTICIPAÇÕES S.A.

CNPJ No. 28.594.234/0001-23

NIRE 35.300.508.271

MATERIAL FACT

VTRM ENERGIA PARTICIPAÇÕES S.A. (“**VTRM**” or the “**Company**”), pursuant to section 4 of article 157 of Law No. 6,404, of December 15, 1976 (“**Brazilian Corporations Law**”) and to CVM Resolution No. 44, of August 23, 2021, of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) hereby informs the following.

It was signed 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**”) between the Company’s management and CESP - Companhia Energética de São Paulo (“**CESP**” or “**Merged Company**”), which disciplines, among other matters, the terms and conditions for the incorporation, by the Company, of all outstanding shares issued by CESP (“**Merger of Shares**”).

More information were disclosed by CESP in the Material Fact of 01.24.22, available here and in the electronic pages of the CVM (<https://www.gov.br/cvm>), B3 (<http://www.b3.com.br>) and CESP (<https://ri.cesp.com.br/>), as well as the Protocol and Justification and other documents were also disclosed.

The Company reiterates its commitment to keep the shareholders and the market in general informed about the progress of the operation and any other matters that may be of interest to the market.

São Paulo, January 24, 2022.

Fabio Rogerio Zanfelicie
Chief Investor Relations Officer