

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 CVM Resolution No. 44, of August 23, 2021, of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*), in continuity with the Material Facts disclosed on 01.24.2022 and 02.04.22, hereby informs the following.

On this date a extraordinary shareholders' meeting of the Company was held and approved, among other matters, the merger of all shares issued by CESP - Companhia Energética de São Paulo ("**CESP**") into the Company, excluding the shares that are held by VTRM, are in CESP's treasury or have been subject to the exercise of the right of withdrawal by CESP's shareholders ("**Merger of Shares**").

The Merger of Shares is conducted under the terms 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.*", entered into by and between the Company and CESP ("**Protocol and Justification**").

Under the terms of the Protocol and Justification, the Merger of Shares is subject upon the satisfaction (or waiver, as the case may be) of certain suspensive conditions provided for in the Protocol and Justification ("**Suspensive Conditions**") and the advent of the date on which the Merger of Shares will be fully effective ("**Closing Date**").

With the completion of the Merger of Shares, CESP will become a wholly-owned subsidiary of the Company, with all of its shares being held by the Company, and the Company's shareholders will receive, in replacement of the merged shares held by them, new common shares and redeemable preferred shares issued by VTRM, with the redeemable preferred shares being compulsorily and immediately redeemed on Closing Date, with payment in cash to the shareholders on a date to be duly informed the Company ("**Redemption**").

Among the Suspensive Conditions, in addition to the usual conditions in operations of this type, are the registration of VTRM as a publicly-held company in the category "A" before the Brazilian Securities and Exchange Commission - CVM, and the listing of VTRM on the B3 S.A. - Brasil, Bolsa, Balcão ("**B3**"), with the admission of its shares for trading in the special listing segment Novo Mercado. Additionally, the fulfillment of the transaction

is subject to the non-occurrence of the reconsideration of the transaction, as per article 137, paragraph 3 of the Brazilian Corporation Law.

Once the Suspensive Conditions have been verified by the Boards of Directors of CESP and VTRM, the Board of Directors of VTRM shall determine the Closing Date, on which the Merger of Shares shall become fully and automatically effective, with no need for additional formalities.

Adjustments to the exchange ratio, if applicable, shall be approved by the Boards of Directors of CESP and VTRM, which will declare the final number of CESP's merged shares, observing the provisions of the Protocol and Justification. Furthermore, the Company's Board of Directors will approve the final amount of the capital increase and the number of new common and preferred shares compulsorily redeemable to be issued by VTRM as a result of the Merger of Shares, as well as approve adjustments to the Redemption amount, if applicable, and declare the number of VTRM preferred shares to be effectively redeemed.

More information were disclosed by CESP in a Material Fact published on this date, available 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/>).

São Paulo, February 15th, 2022.

Fabio Rogerio Zanfelize
Chief Investor Relations Officer