



**ENEVA S.A.**

CNPJ/MF (Corporate Taxpayer No) No. 04.423.567/0001-21

NIRE 33.3.0028402-8

*Publicly-Held Company*

### **MATERIAL FACT**

**Rio de Janeiro, June 21, 2023 - Eneva S.A. (“Company”) (B3: ENEV3)**, in compliance with the provisions of the Article 157, Paragraph Fourth, of Law No. 6,404, dated as of December 15<sup>th</sup>, 1976, as amended, and with Securities and Exchange Commission (“CVM”) Resolution No. 44, of August 23<sup>rd</sup>, 2021, and in addition to the Notice to the Market disclosed on May 15<sup>th</sup>, 2023, hereby informs its shareholders and the market in general the following:

On this date, it has been executed an investment agreement between the Company and Itaú Unibanco S.A. (“Itaú”), with Eneva Participações III S.A. (“Eneva III”), a company controlled by the Company, as intervening party, regulating the transaction in which Itaú made an investment in Eneva III, in the amount of BRL 1,000,000,000.00 (one billion Brazilian reais), by means of the subscription and paying-in of book-entry, non-par, preferred shares with restricted voting rights issued by Eneva III (“Investment Agreement” and “Transaction”, respectively).

With the completion of the Transaction, and in the terms of the Investment Agreement, Itaú now holds all the preferred shares issued by Eneva III, representing 15,02% of Eneva III’s total capital stock, and the Company, on the other hand, remained holder of the totality of common shares issued by Eneva III, representing 84,98% of Eneva III’s total capital stock.

As a result of a corporate reorganization involving Eneva III and the Company, as completed on June 13, 2023, Eneva III owns 100% of the share capital of Parnaíba Geração e Comercialização de Energia S.A. (“PGC”) and Parnaíba II Geração de Energia S.A. (“Parnaíba II”) that, together with PGC, encompasses all the six thermal power plants in the Parnaíba Complex<sup>1</sup>.

In addition, the Company further clarifies that the Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica – CADE*) approved the Transaction without reservations or remedies, according to the decision published on May 12, 2023, in section 1,

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<sup>1</sup> The Parnaíba Complex is composed of the subsidiaries PGC, which encompasses the UTEs Parnaíba I and Parnaíba V, and Parnaíba II, which encompasses the UTEs Parnaíba II, Parnaíba III, Parnaíba IV, and Parnaíba VI.

page 56, of the Official Federal Gazette, within the scope of concentration act no. 08700.002809/2023-95.

Within the context of the Transaction, the Company and Itaú, on this date, entered into a shareholders agreement of Eneva III, which regulates the rights and obligations of the Company and Itaú as the sole shareholders of Eneva III.

Finally, the Company reiterates its commitment to keep its shareholders and the market in general informed on the progress of this matter and of any other matter relevant to the market.

**Marcelo Campos Habibe**  
Chief Financial and Investor Relations Officer  
**ENEVA S.A.**