



ENEVA S.A.

Corporate Taxpayer ID (CNPJ) 04.423.567/0001-21
Company Registry (NIRE) 33.3.0028402-8
Publicly-Held Company

MATERIAL FACT

Eneva signs agreement for the acquisition of CELSEPAR - Centrais Elétricas do Sergipe Participações S.A.

Rio de Janeiro, May 31, 2022 - ENEVA S.A. ("Eneva" or "Company") (B3: ENEV3), in compliance with the provisions of article 157, paragraph 4 of Law No. 6,404/76 and the provisions of CVM Resolution No. 44, of August 23, 2021, communicates the following:

On this date, after market closing, a Share Purchase and Sale Agreement ("Agreement") was signed between the Company, as buyer, and a subsidiary of New Fortress Energy Inc. ("NFE") jointly with Ebrasil Energia Ltda. and its shareholders ("Ebrasil"), as sellers ("Sellers"), pursuant to which the parties agreed on, among other matters, the acquisition, by the Company, directly and indirectly, of 100% of the shares representing the capital stock of CELSEPAR - Centrais Elétricas de Sergipe Participações S.A. ("CELSEPAR") and CEBARRA – Centrais Elétricas Barra dos Coqueiros S.A. ("CEBARRA" and the "Transaction", respectively).

CELSEPAR's main operational asset is the UTE Porto de Sergipe I ("Plant"), a combined cycle natural gas thermoelectric power plant, with an installed capacity of 1,593 MW, located in Barra dos Coqueiros, in the State of Sergipe, in the Northeast region of Brazil. The Plant is fully contracted in the regulated market until December 2044, being entitled to an annual fixed revenue of R\$ 1.9 billion (as of November, 2021), indexed to the IPCA inflation index, in addition to variable revenues equivalent to R\$406.2/MWh (as of June, 2022), indexed to Brent crude oil prices, as per the terms of the gas supply agreement.

UTE Porto de Sergipe I is supplied through a Floating Storage and Regasification Unit (FSRU), which will remain chartered to the Plant until 2044, with a capacity of up to 21 MM m³/day, of which approximately 6 MMm³/day are dedicated to the UTE Porto de Sergipe I. Thus, the acquisition guarantees Eneva access to imported gas and infrastructure with idle capacity that allows for flexible and reliable supply management, further contributing to the expansion of its gas commercialization segment.

In addition, Eneva will hold expansion projects adjacent to the Plant, which could add up to 3.2 GW of installed capacity, when developed.

Pursuant to the Transaction, the Company will pay the Sellers the amount of R\$ 6.1 bilion (as of December 31, 2021), subject to adjustment by the CDI interest rate plus 1% per annum from the base date to the closing date and to certain positive or negative adjustments, including after the closing, as per the terms of the

Agreement. Additionally, Eneva will assume the net debt of CELSE – Centrais Elétricas de Sergipe S.A., a subsidiary of CELSEPAR, in the amount of R\$ 4.1 billion (as of: December 31, 2021).

The completion of the Transaction is subject to certain conditions precedent usual to this kind of transaction, including, among others, (a) approval by CADE; (b) consent from creditors to the change of control of CELSEPAR and its subsidiary, within the scope of financing agreements and guarantee instruments entered into by CELSEPAR and its subsidiary; and (c) approval at the Company's General Shareholders' Meeting, pursuant to article 256 of the Brazilian Corporate Law ("General Meeting").

The Transaction will be submitted for consideration by the General Meeting, for which a call notice will be published in due course, given that the acquisition price constitutes a relevant investment for the Company, pursuant to article 256, item I, combined with article 247, both in the Brazilian Corporate Law. The Company clarifies, for the purposes of the provisions of art. 256 of the Brazilian Corporation Law, that is in process to engage a specialized company to prepare an appraisal report, pursuant to §1 of art. 256 combined with art. 8, §§ 1 and 6 of the Brazilian Corporation Law.

The main terms and conditions of the Agreement and other relevant documents will be included in the Company's management proposal, which will be submitted to the General Meeting ("Management Proposal"). The Management Proposal and the call notice for the General Meeting will be filed at the Company's headquarters and will also be available for consultation on the Company's website (www.ri.eneva.com.br), as well as the websites of B3 S.A. – Brazil, Stock Exchange (www.b3.com.br) and of the Brazilian Securities Commission (www.cvm.gov.br).

In this transaction, Lazard acted as financial advisors and Campos Mello Advogados acted as legal advisors to Eneva. The Sellers were advised by Goldman Sachs, as financial advisors, and Stocche Forbes and Milbank LLP, as legal advisors.

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

The Company will hold a conference call with the market on June 02, at 10:00 am BRT, to discuss this Material Fact. Further information regarding the conference call will be disclosed on Eneva's Investor Relations website (<https://ri.eneva.com.br/en/>). Link to access the Conference call: https://us02web.zoom.us/webinar/register/WN_vMblXaiWRVWk15ICFv5-eA.

Marcelo Habibe
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ENEVA S.A.