



ENEV
B3 LISTED NM

ENEVA S.A.

Publicly-Listed Company
CNPJ (Brazilian Taxpayers' Roll) No. 04.423.567/0001-21
NIRE (Board of Trade Registry Number) 33.300.284.028

B3 Ticker: ENEV3
ISIN CODE: "BRENEVACNOR8"

MATERIAL FACT

ENEVA S.A., a publicly-listed company, with headquarters in the city of Rio de Janeiro, state of Rio de Janeiro, at Praia de Botafogo, nº 501, Bloco I, 4º e 6º andares, Botafogo, CEP 22250-040, registered before the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) ("**CVM**") under no. 2123-7 (the "**Company**"), listed in the Novo Mercado segment of B3 S.A. - Brasil, Bolsa, Balcão ("**B3**"), pursuant to Article 2 of CVM Resolution No. 44, dated August 23, 2021, CVM Instruction No. 476, dated January 16, 2009, as amended ("**CVM Instruction No. 476**") and Article 157, §4º of Law No. 6,404, dated December 15, 1976, as amended, hereby informs its shareholders and the market in general that the Board of Directors of the Company, at meeting held on June 24, 2022, approved a primary offering (the "**Offering**"), in accordance with CVM Instruction No. 476, of 300,000,000 newly issued common shares of the Company (the "**Shares**"), at the offering price set for the Offering. The Board of Directors of the Company set the price per Share at R\$14.00 (the "**Price per Share**") following the conclusion of the bookbuilding process and approved an increase of the Company's capital stock to R\$ 13,244,992,243.40, divided into 1,583,339,183 shares.

The Offering was directed to (i) no more than 75 professional investors in Brazil (and subscribed by no more than 50 professional investors in Brazil), (ii) qualified institutional buyers (as defined under Rule 144A under the United States Securities Act of 1933, as amended – "**Securities Act**") in the United States and (iii) outside of the United States and Brazil, to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act).

The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) is expected to occur on June 28, 2022, and the settlement of the Offering is expected to occur on June 29, 2022.

THE OFFERING HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, OR ANY OTHER U.S. FEDERAL AND STATE SECURITIES LAWS, AND THE SHARES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES OR TO U.S. INVESTORS, UNLESS THEY



ARE REGISTERED, OR EXEMPT FROM, OR NOT SUBJECT TO, REGISTRATION UNDER THE SECURITIES ACT.

In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Offering, a priority right was given to existing shareholders of the Company to subscribe for up to all of the Shares to be placed through the Offering *pro rata* to their shareholdings in the Company's capital ("**Priority Offering**"). Therefore, all of the Shares to be offered in the Offering were offered to existing shareholders of the Company before any other investors, pursuant to the Priority Offering.

THE PRIORITY OFFERING OF SHARES WHICH OCCURRED IN BRAZIL CONCURRENTLY WITH THE OFFERING HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR UNDER ANY U.S. STATE SECURITIES LAWS. ACCORDINGLY, THE PRIORITY OFFERING WAS ONLY AVAILABLE TO INVESTORS IN THE UNITED STATES OR TO U.S. PERSONS IN RELIANCE ON EXEMPTIONS FROM REGISTRATION PROVIDED UNDER THE SECURITIES ACT.

This material fact notice is disclosed for informative purpose only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

If you would like to receive a free translation of the full Portuguese-language *fato relevante* and are able to certify that you are a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act) to the reasonable satisfaction of the Company, please contact the Company's Investors Relations Department at Praia de Botafogo nº 501, Bloco I, 4º e 6º andares, Botafogo, Rio de Janeiro, RJ, CEP 22250-040, Brazil, or access the Company's website at <https://ri.eneva.com.br>.

Rio de Janeiro, June 24, 2022

ENEVA S.A.

Marcelo Campos Habibe

Chief Financial and Investor Relations Officer