



**Alupar Investimento S.A.**  
**CNPJ/MF 08.364.948/0001-38**  
**Publicly-Held Company**  
**MATERIAL FACT**

**ALUPAR INVESTIMENTO S.A.** (“Company” or “Alupar”), a publicly-held company registered with CVM under number 2149-0, pursuant to Article 157, Paragraph 4 of Law 6,404 of December 15, 1976 (“Corporate Law”), and the provisions of the Securities and Exchange Commission (“CVM”) Resolution No. 44, of August 23, 2021, communicates to its shareholders and the market in general that on this date, its subsidiary **ETAP - EMPRESA TRANSMISSORA AGRESTE POTIGUAR S.A. (100% controlled by Alupar)** entered into a **Share Purchase and Sale and Other Covenants Agreement, with the purpose of acquiring shares issued by RIALMA TRANSMISSORA DE ENERGIA IV S.A. (“RIALMA IV”)**, fully subscribed and paid in, representing 100% of its share capital, currently owned by RIALMA ADMINISTRAÇÃO E PARTICIPAÇÕES S.A..

The agreement provides for the acquisition, by ETAP, of all the shares issued by RIALMA IV, for the Enterprise Value of **R\$175,434,000.00 (One hundred and seventy-five million, four hundred and thirty-four thousand reais)**, deducting from the amount a net debt on the base date of June, 2024 of R\$ 94,974,000.00 (ninety-four million, nine hundred and seventy-four thousand reais) signed with Banco do Nordeste do Brasil S.A. (BNB), at the cost of IPCA + 3.96% p.a., with customized amortization flow and maturity in May 2045.

The final Equity value of the transaction will be adjusted based on changes in working capital and net debt balances between the base date (June 30, 2024) and the transaction closing date.

The conclusion of the acquisition depends, among other precedent conditions, on obtaining regulatory and third-party approvals, including from CADE – Administrative Council for Economic Defense, ANEEL – National Electric Energy Agency, creditors and guarantors.

#### **Asset Characteristics:**

**Rialma IV** is a transmission asset which corresponds to lot 03 of Transmission Auction No. 002/2021-ANEEL, held on December 17, 2021. The project, commercially operational since June 2023, comprises Rio das Éguas - Rio Grande II (230 kV, C1) and Barreiras II – Barreiras (230 kV, C3) transmission lines, with a total of 162 km in extension, located in the State of Bahia and with annual RAP of R\$ 20,637,647.57 (2024-2025 cycle).

The transaction described above represents an important milestone in our growth strategy via brownfield acquisitions involving operational assets and reinforces the Company's commitment to its business' sustainable growth based on capital allocation discipline and value generation its for shareholders.

São Paulo, January 31, 2025

---

**Luiz Eduardo Muniz Coimbra**  
Investor Relations Officer