



OMEGA ENERGIA S.A.

Publicly-Held Company

CNPJ/ME n.º 42.500.384/0001-51

NIRE 35.300.571.85-1| CVM Code 2644-1

MATERIAL FACT

São Paulo, Brazil – June 27, 2022. OMEGA ENERGIA S.A (“**Omega Energia**” or “**Company**” – *Novo Mercado*: MEGA3), pursuant to article 157, § 4º of Law No. 6.404, enacted on December 15, 1976, as amended, (“**Brazilian Corporation Law**”) and the Resolution No. 44 of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) (“**CVM**”), enacted on August 23, 2021, hereby informs to its shareholders and the market in general that, on this date:

- (i) the Company and its controlling shareholders, entered into certain agreements with Alpha Brazil Fundo de Investimento em Participações Multiestratégia, an investment fund held by investors managed by Actis LLP (“**Actis**”), including (a) a shareholders' agreement to regulate the relationship of the controlling shareholders of the Company and Actis as shareholders of the Company (“**Shareholders Agreement**”) and (b) contracts relating to a primary investment of up to BRL 850 million in the Company;
- (ii) the Company (through a subsidiary in the United States do America) entered into an agreement with one of the main North American-headquartered infrastructure asset manager (“**US Partner**”) that contemplates potential co-investments between the Company and US Partner of up to US\$ 500 million in renewable projects to be developed or acquired by the Company in the USA.

Actis Operation

On this date, funds managed by Tarpon Gestora de Recursos Ltda. (“**Tarpon Funds**”) and Lambda3 Fundo de Investimento em Ações Investimento no Exterior (“**Lambda 3**”) and, together with Tarpon Funds, “**Current Controlling Shareholders**”) and Actis entered into the Shareholders Agreement, regulating among other matters, the election by the parties of members of the Company's Board of Directors, qualified matters subject to approval by consensus between the parties and certain restrictions and rights to transfer shares issued by the Company. The Shareholders Agreement will be effective as of the date in which Actis becomes the owner of shares representing at least 10% of the capital stock of the Company.

Actis intends to acquire shares issued by the Company through one or more



transactions in the secondary market. Notwithstanding, certain Tarpon Funds (“**Grantors**”) granted Actis an option to acquire shares issued by the Company currently held by the Grantors, at the price of R\$ 13.50 (thirteen reais and fifty cents) per share and limited to 10% of Company’s total capital (“**Call Option**”), subject to the other terms and conditions set forth in the Call Option Grant Agreement entered into on the present date between Actis and the Grantors.

Additionally, on the present date, Actis and the Company entered into an Investment Commitment, by which the Company, subject to the effectiveness of the Shareholders Agreement, may require Actis to subscribe in a capital increase, new shares issued by the Company in the total amount of R\$ 850 million (“**Investment Commitment**”), for an issuance price of up to R\$ 16.00 per share, by means of a private capital increase or a public offering, as may be defined by the Company’s management (“**Capital Increase**”). The Capital Increase may be effected in the period between October 1, 2022 and March 31, 2023.

The Shareholders Agreement has been filed in the Company’s headquarters under the terms and for the purposes set forth in article 118 of the Brazilian Corporations Law. In accordance with the applicable regulation, a copy of the Shareholders Agreement has been made available for consultation on the Company's, CVM's and B3's websites.

US Initiatives

The Company entered into a protocol of intent with US Partner for the potential investment of up to US\$ 500 million, by US Partner, in renewable projects to be developed or acquired by the Company in the US.

The Company is in final negotiations for the acquisition of a wind project with projected installed capacity of 531 MW, located in the state of Texas, USA.

The execution of the investments with the US Partner is subject to the conclusion of the negotiation of definitive documents between the parties.

The Company reiterates its commitment to keep the shareholders and the market in general informed about the relevant developments of the matters addressed herein, having scheduled for July 04, 2022, at 10 a.m. (BRZ Time) a conference call with the market to a questions and answers session.

Andrea Sztajn

Chief Financial and Investor Relations Officer