



OMEGA ENERGIA S.A.

Publicly-Held Company

CNPJ No. 42.500.384/0001-51

NIRE 35.300.571.85-1 | CVM Code No. 2644-1

Material Fact and Notice to Shareholders

São Paulo, Brazil – December 15, 2022. OMEGA ENERGIA S.A (“OMEGA ENERGIA” or “COMPANHIA” – Novo Mercado Ticker: MEGA3), in compliance with the provisions in Article 157, paragraph 4 of Law 6404 of December 15, 1976, as amended (“Corporation Law”) and in CVM Resolution No. 44, of August 23, 2021, of the Brazilian Securities and Exchange Commission (“CVM”), in addition to the information disclosed in the Material Fact and in the Notice to Shareholders dated October 3, 2022 (“First Notice to Shareholders”) and in the Notices to Shareholders dated November 11, 2022 and November 28, 2022, hereby informs the its shareholders and the market in general that the Company's Board of Directors approved, in a meeting held on the present date, the partial ratification of the Company's capital increase, within the authorized capital limit, through the issuance of common, book-entry shares, nominative shares, with no par value, by the Company (“Shares”), for private subscription, approved by the Company's Board of Directors meeting held on October 3, 2022 (“Capital Increase”), due to the verification of the subscription and payment of Shares in excess of the Minimum Subscription, as defined in the First Notice to Shareholders, but less than the maximum number of Shares subject to the Capital Increase, with the consequent and cancellation of the Shares object of the Capital Increase that have not been fully subscribed and paid up or whose subscription has been conditioned to the verification of the subscription and total payment of the Capital Increase.

The Company informs that, under the Capital Increase, 53,132,188 (fifty-three million, one hundred and thirty-two thousand, one hundred and eighty-eight) Shares were effectively subscribed and paid in, representing approximately 70.2753% of the Shares object of the Capital Increase, at the issue price of R\$ 16.00 (sixteen reais) per Share, in a total amount of R\$ 850,115,008.00 (eight hundred and fifty million, one hundred and fifteen thousand and eight reais), with the amount of (i) R\$ 680,092,006.40 (six hundred and eighty million, ninety-two thousand, six reais and forty cents) allocated to the Company's capital stock account; and (ii) the amount of R\$ 170,023,001.60 (one hundred and seventy million, twenty-three thousand and one reais and sixty cents) to the Company's capital reserve account.

As a result of the Capital Increase's partial ratification, the Company's capital stock increased from R\$ 3,759,267,772.22 (three billion, seven hundred and fifty-nine million, two hundred and sixty-seven thousand, seven hundred and seventy-two reais and twenty-two cents) to R\$ 4,439,359,778.62 (four billion, four hundred and thirty-nine million, three hundred and fifty-nine thousand, seven hundred and seventy-eight reais and sixty-two cents), represented by 622,730,556 (six hundred and twenty-two million, seven hundred and thirty thousand, five hundred and fifty-six) Shares.



Considering that (i) 22,473,586 (twenty-two million, four hundred and seventy-three thousand, five hundred and eighty-six) Shares were not subscribed and paid up; and (ii) subscribers of 3 (three) Shares conditioned their respective subscription requests to verification of the subscription and payment of an amount greater than the one verified under the Capital Increase, the Board of Directors approved the cancellation of 22,473,589 (twenty-two million, four hundred and seventy-three thousand, five hundred and eighty-six) Shares.

The amounts related to Shares subject to conditioned subscription requests that were canceled will be refunded to their respective investors on December 20, 2022, without interest or monetary adjustment, (i) through custody agents, for investors who exercised the subscription in a stock exchange environment; and (ii) by bank transfer to investors who submitted the subscription bulletin in a book-entry environment, in the current accounts indicated by the subscribers in the respective subscription bulletins.

The Capital Increase's Shares will begin to trade at B3 S.A. – Brasil, Bolsa, Balcão on December 19, 2022 (including).

The Shares effectively subscribed and paid up will be reflected in the subscribers' position extracts as of the 3rd (third) business day from the present date.

Further information on the Capital Increase may be obtained in Comissão de Valores Mobiliários (www.gov.br/cvm), B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Company's Investor Relations (ri.omegaenergia.com.br/en/) websites.

São Paulo, December 16, 2022.

Andrea Sztajn

Chief Financial and Investor Relations Officer