



**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

**NOTICE OF MATERIAL FACT**

São Paulo, Brazil – March 07, 2022. **OMEGA ENERGIA S.A** (“Omega Energia” or the “Company” – *Novo Mercado* Ticker: MEGA3), in compliance with article 157, section 4, of Law 6,404 of December 15, 1976, as amended (“Brazilian Corporation Law”) and with CVM Resolution 44 of August 23, 2021 (“Resolution 44”) of the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários) (“CVM”), hereby informs its shareholders and the market in general as follows.

Omega Energia, the largest Brazilian generator of renewable energy, signed at the present date, a binding agreement to acquire all the rights and obligations related to Assuruá project. As a result, the Company (i) increased its interest in the complexes under implementation - Assuruá 4 (211.5 MW) and Assuruá 5 (243.6 MW) – to 100% of the assets on a fully diluted basis and (ii) acquired 100% of the assets and rights related to the wind and solar expansions of the project that, together, may reach 617.6 MW in additional installed capacity with the right to a 50% discount on transmission tariffs under the Federal Law nº 14,120.

The transaction will be implemented through (i) the acquisition of convertible debentures issued by Assuruá 4 (convertibility equivalent to 20% of total capital) and Assuruá 5 (convertibility equivalent to 40% of total capital) via (a) payment in cash of R\$ 57,200,208.00 and (b) merger of the company that will hold the remaining debentures, with the consequent issue, by Omega Energia, of 14,484,007 new shares to be attributed to the current debenture holders and (ii) payment of four annual installments of R\$ 51,250,000.00 (adjusted by the CDI index) to face the development premiums related to the Assuruá 4 and Assuruá 5 projects and all the expansions including land rights, studies, projects, licenses, regulatory rights, among others.

When operational in 2023, the Assuruá 4 and Assuruá 5 projects combined should add approximately R\$ 380 million to Omega Energia's annual EBITDA. Our investment plan for 2022 will undergo a re-alignment that will include postponing the start of construction of new developments since the investment for which Omega Energia will



be responsible in Assuruá 4 and Assuruá 5 will increase by approximately R\$ 200 million over the next 18 months, in addition to the acquisition payments. In relation to the new expansions of the Assuruá complex, we believe that synergies could promote their high competitiveness in terms of price to the consumer and profitability, which could take the complex to close to 1,500 MW installed in the coming years.

In addition, on this date all previous agreements related to joint development and investments between Omega Energia, the original developers of the Assuruá projects and its affiliates are fully terminated. The parties also entered into an agreement whereby the original developer of the projects and its affiliates undertake certain non-compete commitments as well as the withdrawal of any claims against Omega Energia and its affiliates by the original developer of the projects and its affiliates. Omega Energia was advised by BTG Pactual in the acquisition.

**Andrea Sztajn**

Chief Financial and Investor Relations Officer

**OMEGA ENERGIA**