



Digital renewable energy for all

# Disclaimer

The material that follows presents general background information about Omega Energia S.A. (the “Company”) as of the date of the presentation. The information consists of publicly-available information concerning the Company. It is information in summary form and does not purport to be complete. It is not intended to be relied upon as advice to potential investors and does not form the basis for an informed investment decision. Information contained in this material has not been independently verified and will not be updated. Certain information has been obtained from public sources. This presentation is strictly confidential and may not be disclosed to any other person.

The information in this presentation is preliminary in nature and subject to change. No representation or warranty, express or implied, is made concerning, and no reliance should be placed on, the accuracy, fairness or completeness of the information presented herein. All information in this presentation is subject to verification, correction, completion and change without notice. In giving this presentation, none of the Company, any of its affiliates, directors, officers, agents or employees, nor any placement agents, managers or initial purchasers undertake any obligation to provide the recipient with access to any additional information or to update this presentation or any information or to correct any inaccuracies in any such information. This report does not contain all the material information on the Company.

This presentation may contain statements that are forward-looking. Such forward-looking statements are only predictions and are not guarantees of future performance. Investors are cautioned that any such forward-looking statements are and will be, as the case may be, subject to many risks, uncertainties and factors relating to the operations and business environments of the Company and its subsidiaries that may cause the actual results of the Company to be materially different from any future results expressed or implied in such forward-looking statements. None of the Company, any of its affiliates, directors, officers, agents or employees, nor any placement agents, managers or initial purchasers, shall be liable to any third party (including investors) for any investment or business decision made or action taken in reliance on the information and statements contained in this presentation or for any consequential, special or similar damages.

This presentation does not constitute an offer, or an invitation or solicitation for an offer, to subscribe for or purchase any Securities, nor shall any part of it nor the fact of its dissemination form part of or be relied on in connection with any contract or investment decision relating thereto. Neither this presentation nor anything contained herein shall form the basis of any contract or commitment. Nothing contained herein should be relied upon as a promise or representation as to the Company’s past or future performance. If the Company should at any time commence an offering of Securities, any decision to invest in such offer to subscribe for or acquire Securities of the Company must be based wholly on the information contained in the offering memorandum to be issued by the Company in connection with any such offer and not on the contents hereof.

By attending this presentation, you agree to be bound by terms and conditions set out above.

# New Steps Towards Long-Term Plan

## Launch of Goodnight, first investment in the US

- 1
  - Up to 531 MW top-notch wind project located in Texas to operate in 2023
  - Agreements with leading suppliers, including the purchase of Vestas's V136 4.5 MW turbines for the first 265.5 MW
  - Projected returns consistent with our track record for new developments, adjusted for country risk

## 2 Preliminary co-investment agreement of up to USD 500 mm for US

- 2
  - Leading US infrastructure asset manager with vast experience in renewable energy in the US
  - Agreement replicates in a new geography and on a larger scale the model of former Omega Desenvolvimento

## 3 Partnership with Actis, Latam's leading renewable energy investor

- 3
  - Actis is a UK investment group focused on sustainable infrastructure, and the leading investor in the renewables sector in Latin America with very successful investment cases, such as Echoenergia, Atlas, Zuma and Atlantic
  - Investment commitment of R\$850 million at R\$16/share on top of ~12.4% stake acquired from market

# 1 Approval of the first investment in the US

## Goodnight: high quality US project

### Goodnight 1: First Phase 265.5 MW

Goodnight 1 Key Data	Armstrong County, Texas
<b>Potential Capacity</b>	265.5 MW (V136 - 4.5 MW) <i>Vestas</i>
<b>Energy Production<sup>1</sup></b>	768 to 873 GWh per year
<b>Construction Start</b>	3Q22
<b>Full COD</b>	4Q23
<b>Total CAPEX Estimate<sup>2</sup></b>	USD 410 to 430 million
<b>Financing</b>	<b>Back Loan:</b> ~12% of CAPEX   10 years <sup>3</sup>   SOFR <sup>4</sup> + 1.75% p.y. <b>Tax Equity:</b> ~45% of CAPEX   7 years <sup>5</sup>   7.75% p.y.

### Highlights



**Potential expansion: Goodnight 2 (additional 265.5 MW) to improve consolidated return**



**Signed contracts with main suppliers (TSA with Vestas + 30-year full-service agreement)**



**Qualified for 100% PTC**



**Guaranteed interconnection with transmission provider and purchased transformers**



**Robust 10-year wind measurement campaign certified by UL**



**Top tier suppliers**  
59 wind turbines under management



**10-year wind measurement**  
certified by UL

(1) Net of losses and curtailment forecast. (2) Construction CAPEX, pre-operating OPEX, development premium and interest expenses. (3) Can be terminated at the end of year 5. (4) Secured Overnight Financing Rate. (5) Could reach up to 10 years.

## 2 Agreement to co-invest up to USD 500 mm in North America

Preliminary agreement to co-invest up to USD 500 million in the US with a leading infrastructure investor

### Co-Investment Agreement



**Leading North American infrastructure asset manager** with over US\$40 billion of assets under management



**Up to USD 500 million to co-invest in the US** in renewables projects developed or acquired by Omega



**First approved investment is the first 265.5 MW of Project Goodnight (Goodnight 1)**

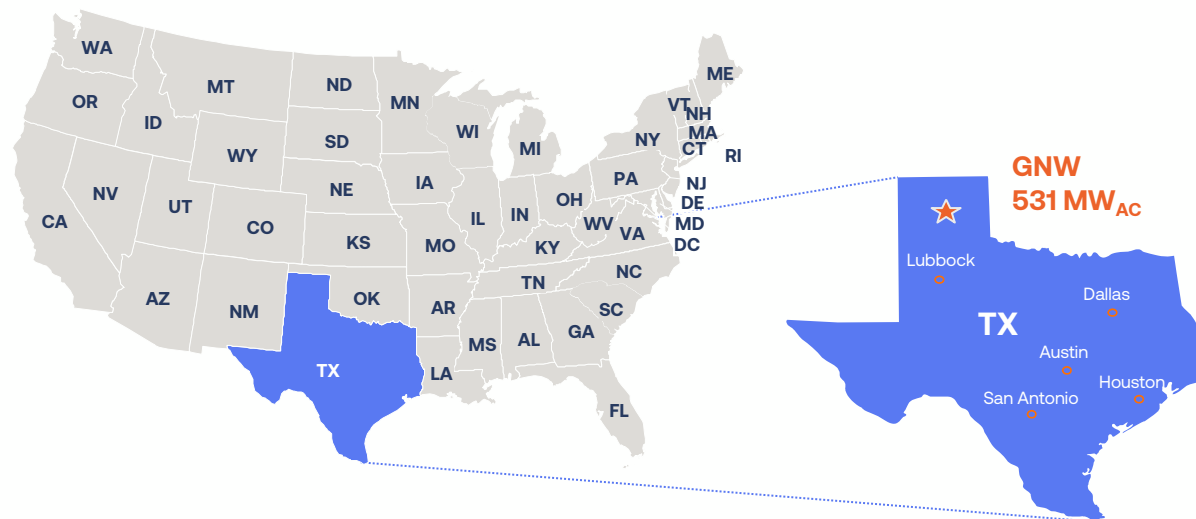


**Investment in Goodnight 2 (265.5 MW) – Goodnight 1 expansion in Texas - is also approved**



**The execution of the investments with the US Partner is subject to definitive documents between the parties**

### Goodnight: The First US Investment



Illustrative Ownership Structure, subject to definitive documents



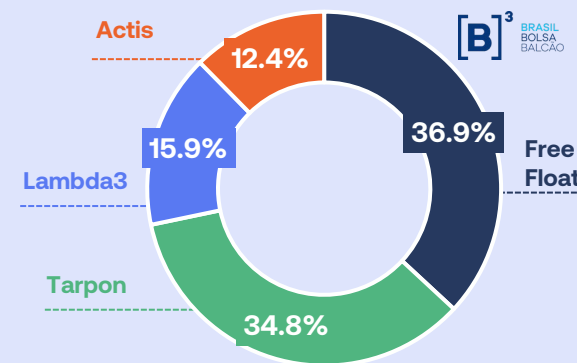
# 3 Partnership with a Latam's leading renewables investor

## OMEGA-ACTIS Partnership Highlights

- 1 On June 27<sup>th</sup>, Omega and Actis announced a new partnership to take effect when Actis reached 10% of the outstanding MEGA3 shares - already activated after block trade completed on June 30<sup>th</sup> leading Actis to hold a 12.4% stake
- 2 The partnership aggregates the purchase of shares in the stock market and a primary investment commitment of up to R\$850 million at a price of R\$16 per share
- 3 Actis is the leading investor in the renewables sector in Latin America with very successful investment cases such as Echoenergia, Atlas, Zuma, Atlantic, among others
- 4 After conducting detailed assessment, Actis decided to (i) make their first investment in a listed company, (ii) have a relevant position in a non-controlling role and (iii) bet on Omega to make the group's first investment in the North American renewable energy market with Goodnight.

## Corporate Governance

### Shareholding Structure (as of July, 2022)



### Stock Information (as of July 2022)

# stocks	569,598,368
Controlling shareholders	288,923,005
Actis LLP	70,493,000
Free-float	210,182,363
Stock Market	Novo Mercado   B3
Ticker	MEGA3

### Shareholders Agreement Highlights

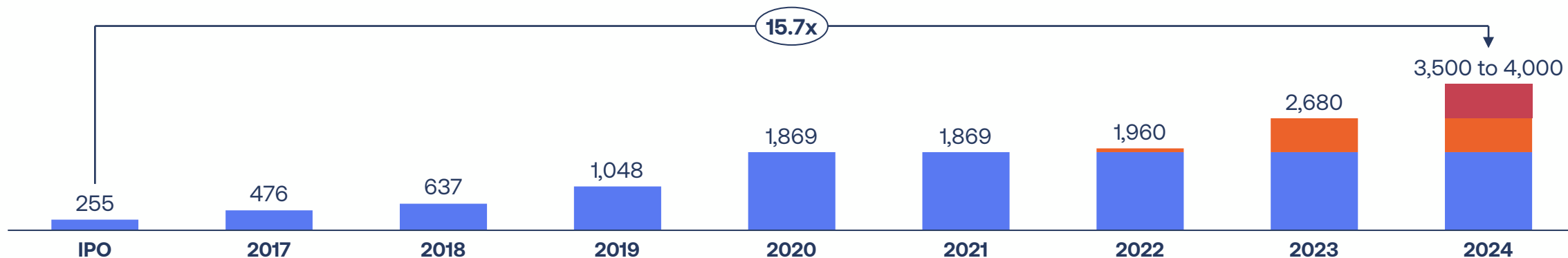
- Election of 2 out of 9 Board Members
- Affirmative vote of all controlling shareholder + Actis required to approve qualified matters such as below hurdle investments, sale of relevant assets, related party transactions and equity offerings

# Big Step Towards our Long-Term **Investment Plan**

Big Step towards our ambition of reaching 3,500 to 4,000 MW by 2024

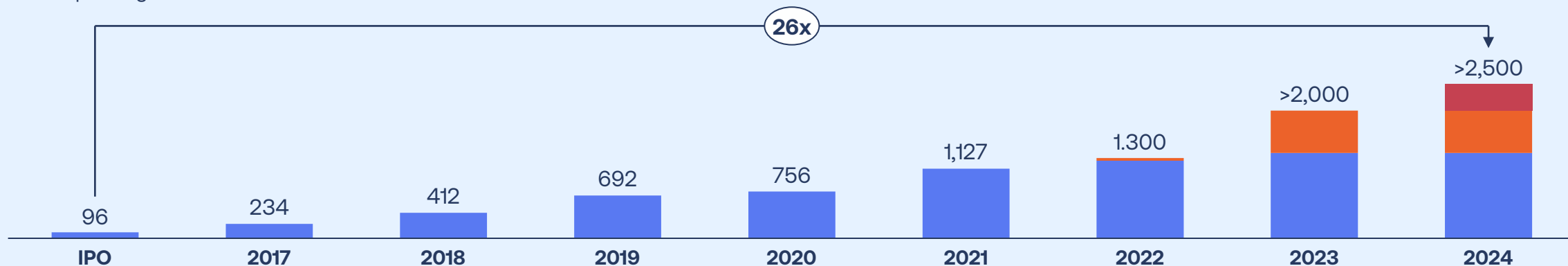
## Installed Capacity Growth (MW)

Operating Capacity Contracted Capacity To Ambition



## EBITDA Growth (R\$ million)<sup>1</sup>

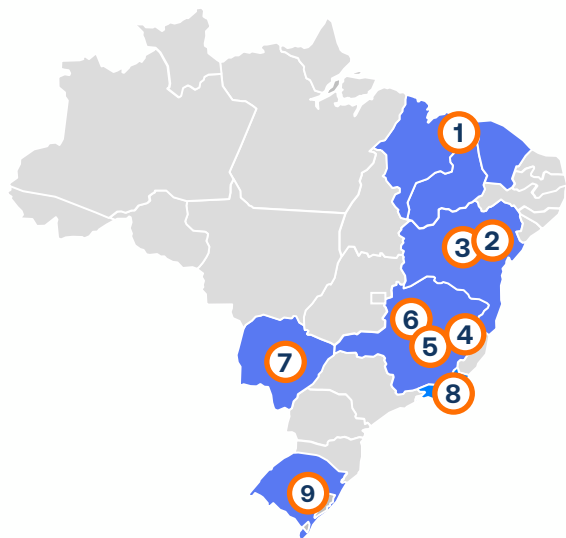
Operating EBITDA Contracted EBITDA To Ambition



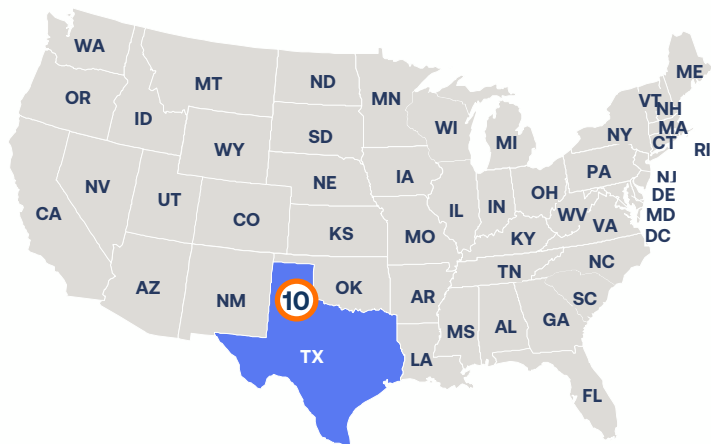
(1) Considers (a) full year of Assuruá 4 and 5 and Goodnight 1 and (b) IFRS, considers PTC.

# Up to 988 MW above 2021

## Leading Brazilian clean power platform



## 531 MW First investment in the US



	Asset	Country	2021	Today	Δ
Wind	1   Delta		570.8	570.8	0.0
	2   Ventos da Bahia 1 and 2		91.3 <sup>1</sup>	91.3 <sup>1</sup>	0.0
	3   Assuruá		353.0	353.0	0.0
	8   Gargaú		28.1	28.1	0.0
	9   Chuí		582.8	582.8	0.0
Hydro	4   Serra das Agulhas		30.0	30.0	0.0
	5   Pipoca		20.0	20.0	0.0
	7   Indaiás		32.5	32.5	0.0
Solar	6   Pirapora		160.5 <sup>1</sup>	160.5 <sup>1</sup>	0.0
-	<b>Operating Capacity</b>		<b>1,869.0</b>	<b>1,869.0</b>	<b>0.0</b>
Wind	2   Ventos da Bahia 3		90.8 <sup>1</sup>	90.8 <sup>1</sup>	0.0
	3   Assuruá 4 and 5		315.4 <sup>1</sup>	455.1	139.7
	10   Goodnight 1		0.0	265.5	265.5
-	<b>Contracted Capacity</b>		<b>2,275.1</b>	<b>2,680.4</b>	<b>405.2</b>
Short-Term Pipeline	10   Goodnight		0.0	Up to 265.5	265.5
	3   Assuruá 6		300.0	Up to 617.6	317.6
-	<b>Total</b>		<b>2,575.1</b>	<b>Up to 3,563.5</b>	<b>988.3</b>

## Investor Relations

Andrea Sztajn (CFO and IRO)

Pedro Ferman (IR)

[ri@omegaenergia.com.br](mailto:ri@omegaenergia.com.br)

Tel.: +55 (11) 3254-9810