



MATERIAL FACT

Tender Offer for the Acquisition of Shares issued by EDP - Energias do Brasil, S.A.

B3: ENBR3
LATIBEX: XENBR

São Paulo, March 2, 2023 - EDP - Energias do Brasil S.A. ("Company") (B3: ENBR3; LATIBEX: XENBR), pursuant to Article 157, paragraph 4 of Law No. 6404 of December 15, 1976, as amended ("Brazilian Corporation Law"), and pursuant to the Brazilian Securities Commission ("CVM") Resolution No. 44, of August 23, 2021, as amended, and Article 5, paragraph 1, item I of CVM Resolution No. 85, of March 31, 2022 ("CVM Resolution 85"), announces to its shareholders and the market in general the following:

On this date, the Company received a notice from its controlling shareholder, EDP - Energias de Portugal, S.A. ("EDP"), informing that, on the date hereof, EDP and EDP International Investments and Services, S.L., as the offering vehicle ("EDP International") both obtained corporate approval for, and filed, a registration request before the CVM regarding a tender offer for the acquisition of up to all outstanding common shares issued by the Company, except for those held, directly and indirectly, by EDP and for those currently held in treasury ("Offer"), for the purposes of: (i) obtaining the conversion of the Company's registration with the CVM as a class "A" issuer into a class "B" issuer, pursuant to the terms of article 9 and following of CVM Resolution No. 80, of March 29, 2022; accumulated with (ii) delisting the Company common shares from the special listing segment Novo Mercado of B3 S.A. - Brasil, Bolsa, Balcão ("B3" and "Novo Mercado", respectively), on the condition that acceptance quorums reach the required thresholds, according to each case, pursuant to CVM Resolution 85 and Novo Mercado regulations, with the purpose of simplifying the corporate and organizational structure of EDP, providing more flexibility in the financial and operational management of its operations in Brazil, in alignment with EDP's equity story focused on renewable energy and electricity networks.

The price attributed by EDP to each share subject to the Offer will be R\$24.00 (twenty-four Brazilian reais) per share ("Price per Share"), to be paid in cash and in Brazilian currency, which corresponds to a premium of 22.26% on the closing price per share of R\$19.63 (nineteen Brazilian reais and sixty-three cents) on the trading session of March 1, 2023. The Price per Share may also be adjusted (i) by dividends or interest on equity eventually declared by the Company; or (ii) as a result of the approval of a split or reverse split of the shares issued by the Company, namely in accordance with the terms to be provided for in the Offer notice ("Offer Notice")

Pursuant to paragraph 4, article 4 of the Brazilian Corporation Law, article 9 and item I, of article 22 of CVM Resolution 85, EDP has engaged Ernst & Young Assessoria Empresarial Ltda., as an independent appraiser company ("Appraiser"), to prepare an appraisal report of the Company, with the reference date December 31, 2022 ("Appraisal Report").

Notwithstanding the analysis by the interested parties of the full Appraisal Report, available as indicated below, which contains relevant and detailed information about the methodologies used and assumptions adopted, EDP informs that the result of the appraisal, by the methodology of discounted cash flow ("DCF") which was considered by the Appraiser as the most adequate to determine the value range corresponding to the fair price of the Company's shares, was R\$20.20 (twenty Brazilian reais and twenty cents) to R\$22.09 (twenty-two Brazilian reais and nine cents) per common share of the Company, and accordingly the Price per Share is above the range determined in the Appraisal Report using the DCF methodology.

The full version of the Appraisal Report shall be available, as of this date, to shareholders and any interested parties, at the Company's headquarters and on its website (<https://ri.edp.com.br/en/>), on the homepage, when clicking the menu on the left, select "Material Facts" and then "Appraisal Report - EDP - Energias do Brasil, S.A. Tender Offer") and, when made available by the respective parties, on the websites of the CVM (https://www.gov.br/cvm/en?set_language=en, on the homepage click on "Tender Offerings", then click on "Under Review", and click on "EDP - Energias do Brasil S.A.") and B3 (https://www.b3.com.br/en_us/products-and-services/trading/auctions/opas/ and click on "Tender Offer for Acquisition of Common Shares Issued by EDP - Energias do Brasil S.A.").

The period of 15 (fifteen) days for the submission of any request provided for in paragraph 1 of article 4-A of the Brazilian Corporation Law and pursuant to article 28 of CVM Resolution 85, expires on March 17, 2023.

Banco BTG Pactual S.A. ("BTG Pactual") will act as financial intermediary of the Offer, being responsible for the financial settlement thereof pursuant to article 8 of CVM Resolution 85. In addition, Banco Morgan Stanley S.A., BTG Pactual and Mattos Filho, Veiga Filho, Marrey Jr. e Quiroga Advogados were engaged by EDP as financial and legal advisors, respectively, within the scope of the Offer, as informed by EDP.

Consequently, in light of the provisions of article 8, item III of CVM Resolution No. 77, of March 29, 2022, the Company hereby informs that the acquisition of its own shares is suspended under the Company's share repurchase program, as approved at a meeting of its Board of Directors held on October 25 2021, and that, in view of the context of the Offer, will take the appropriate corporate measures for its timely closure.

In regard to the Company's common shares traded on the Madrid Stock Exchange in the LATIBEX segment, under the ticker XENBR, the Company states that it will carry out the necessary procedures to properly end the trading of said shares on this platform, in accordance with the terms set forth in the regulation of LATIBEX, and will inform the market of the applicable procedures as soon as possible.

Lastly, the Company states that it will keep its shareholders and the market in general duly informed of any other relevant developments regarding the matters subject to this material fact, including any communications received from EDP, respecting the restrictions contained in CVM rules and applicable legislation. This material fact is for informational purposes only and does not constitute an offer to acquire securities.

Henrique Manuel Marques Faria Lima Freire
Vice-President of Finance and Investor Relations' Office