



**TRANSMISSORA ALIANÇA DE ENERGIA ELÉTRICA S.A.**

Publicly held company –CVM nº 2025-7

CNPJ/MF Nº 07.859.971/0001-30

NIRE 33.3.0027843-5

**MATERIAL FACT**

**Transmissora Aliança de Energia Elétrica S.A. (B3: TAE3, TAE4 and TAE11)** ("Taesa" or "Company"), in compliance with The Brazilian Securities and Exchange Commission ("CVM") Resolution 44, of August 23, 2021, as amended, and CVM Resolution 78, of March 29, 2022 ("CVM Resolution 78"), hereby informs its shareholders and the market in general that the Merger Protocol and Justification Instrument for the incorporation of its subsidiary Miracema Transmissora de Energia Elétrica S.A. ("Miracema" or "Merged Company" and "Merger", respectively).

The Merger must be submitted for deliberation at the Company's Ordinary and Extraordinary General Meeting, called for April 29, 2024.

The Company has consistently pursued the optimization of its processes, administrative and operational procedures, in addition to the simplification of its corporate structure. The Merger will enhance synergies that will allow the concessions held by the Company to benefit from the simplification of the Merged Company's corporate structure as a result of the Merger and the reduction of operating and administrative expenses, which will optimize the operation of these concessions, improving the performance of its operations under the concession contracts.

The Merged Company operates in the same field as the Company, and the description of the activities contained in the Company's Reference Form also covers the activities performed by the Merged Company. However, it is worth highlighting the following data from the Merged Company:

Miracema Transmissora de Energia S.A. is a privately held corporation, established in 2016, whose corporate purpose is to explore concessions for public transmission services, provided through the implementation, construction, operation and maintenance of transmission facilities, including support and administrative services, provision of equipment and reserve materials, programming, measurements, and other complementary services necessary for the transmission of electrical energy, in accordance with the standards established in the concession contract, applicable legislation and regulations. Holds the concession for the construction, operation and maintenance of transmission lines and substation at 500 kV and 230 kV of the North-South III interconnection, section I, as well as other installations necessary for the functions of measurement, supervision, protection, command, control,

telecommunications and support, under the terms of the Public Services Concession Contract for Electric Energy Transmission No. 17/2016, signed with the National Electric Energy Agency - ANEEL on June 27, 2016, for a period of 30 years. The Annual Permitted Revenue – RAP of the concession for the 2023/2024 cycle, according to Ratifying Resolution No. 3.216, of July 4, 2023, is R\$ 89.8 million, plus the federal taxes for the Program of Social Integration and Contribution for the Financing of Social Security (“PIS and COFINS” respectively).

The Company does not foresee significant risks caused by the implementation of the Merger.

The Company will incorporate the entirety of the assets of the Merged Company, whose shares are wholly owned by the Company.

The Merger will not result in an increase in the Company's capital, nor in the issuance of new shares, and there is also no need to replace any of the shares held by non-controlling partners of the Merged Company with Taesa shares, given that the Company is already, prior to the Merger, the sole shareholder of the Merged Company. Thus, considering recent CVM rulings on similar corporate operations, calculating the replacement ratio based on the companies' equity at market prices is not needed, nor is the corresponding report for the purposes of the comparison referred to in article 264 of Law 6,404, of December 15, 1976, as amended, or the preparation of financial statements under the terms of articles 6 and 7 of CVM Resolution 78.

The Merger will not give rise to the right of withdrawal of the Company's shareholders. Furthermore, any shareholders dissenter's right or right of withdrawal regarding noncontrolling shareholders of the Merged Companies is also not applicable, given that the Company is the sole shareholder of the Merged Companies.

The operation was subject to deliberation by the Board of Directors at a meeting held on October 6, 2023, and evaluation by the Company's Fiscal Council at a meeting held on March 25, 2024. The articles of the incorporation must be submitted to the extraordinary general meetings of shareholders of the Merged Company and the Company and will subsequently be analyzed by the Commercial Registry of the State of Rio de Janeiro.

Prior consent for the Merger was obtained from all holders of outstanding debentures of the second series of the 6th (sixth) issue of simple debentures, not convertible into shares, in two series, the first series being unsecured and the second series being secured with real guarantee, for public distribution, by the Company. The consent was formalized through a general meeting of debenture holders held on March 27, 2024 (“AGD 6th Issuance” and “6th Issuance Debenture Holders”). In the AGD 6th Issuance, certain conditions were established for the effectiveness of the consent of the 6th Issuance Debenture Holders in relation to the Merger.

Additionally, the Merger is subject, under the applicable regulations, to prior consent by the National Electric Energy Agency - ANEEL. Said consent was granted and disclosed by ANEEL through Authorizing Resolution No. 15.017, of December 12, 2023, published in the Official Gazette of the Union on December 20, 2023. However, due to the regulatory validity period of said authorization, the Company filed a request with the Agency for renewal of the prior

consent already granted for the implementation of the Merger. It turns out that, as of the date of this Material Fact, ANEEL has not yet pronounced itself regarding the request to extend the validity period of the prior consent presented by the Company, and it is expected that the regulatory body will issue its decision on the request made before the Ordinary and Extraordinary General Meeting that will deliberate on the Merger.

If ANEEL does not comment on the extension of the period of consent to carry out the Merger until the date scheduled for the Ordinary and Extraordinary General Meeting that will deliberate on the Merger, the effective implementation of the Merger will remain subject to obtaining approval by the Agency.

The Company estimates that the cost for carrying out the Merger, including publications, filings, appraisers, lawyers and any other professionals hired by the Company to advise on the operation, will be approximately R\$ 990,000.00 (nine hundred and ninety thousand reais).

The documents relating to the Merger, including the appraisal report of the net equity at book value of the Merged Company, are available on the Company's Investor Relations website (<https://ri.taesa.com.br/>), of the CVM (<https://gov.br/cvm>) and B3 S.A. – Brasil, Bolsa, Balcão (<https://www.b3.com.br>).

Rio de Janeiro, March 28, 2024.

**Rinaldo Pecchio Junior**  
Chief Financial and Investor Relations Officer  
**Transmissora Aliança de Energia Elétrica S.A.**