



**JOINT TENDER OFFER FOR  
ACQUISITION OF COMMON SHARES FOR  
REGISTRY CONVERSION AND EXIT FROM  
NOVO MERCADO OF EDP BRASIL**

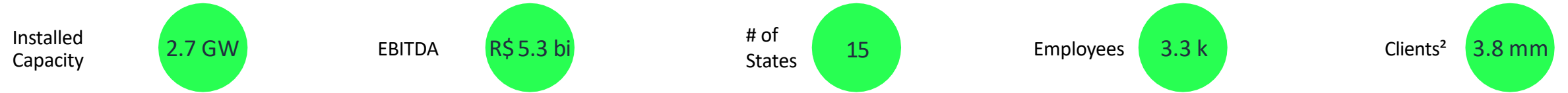
June, 2023

**PLEASE READ THE SHAREHOLDERS NOTICE AND APPRAISAL REPORT IN ITS ENTIRETY BEFORE  
MAKING ANY DECISION REGARDING THE ACCEPTANCE OF THE OFFER**

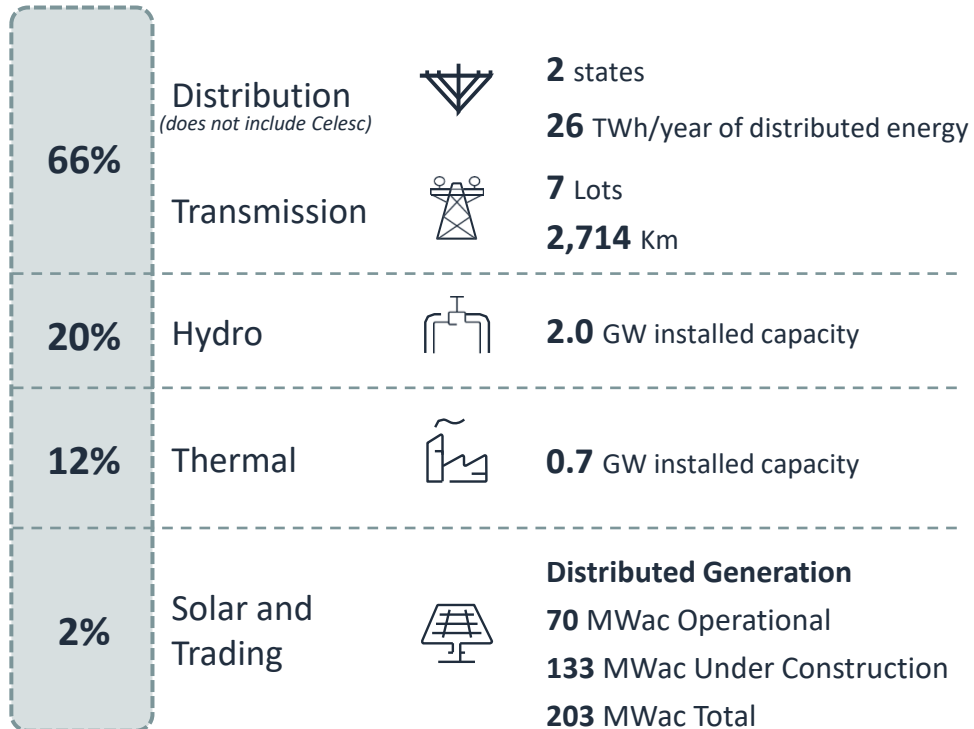


## EDP Brasil at a Glance

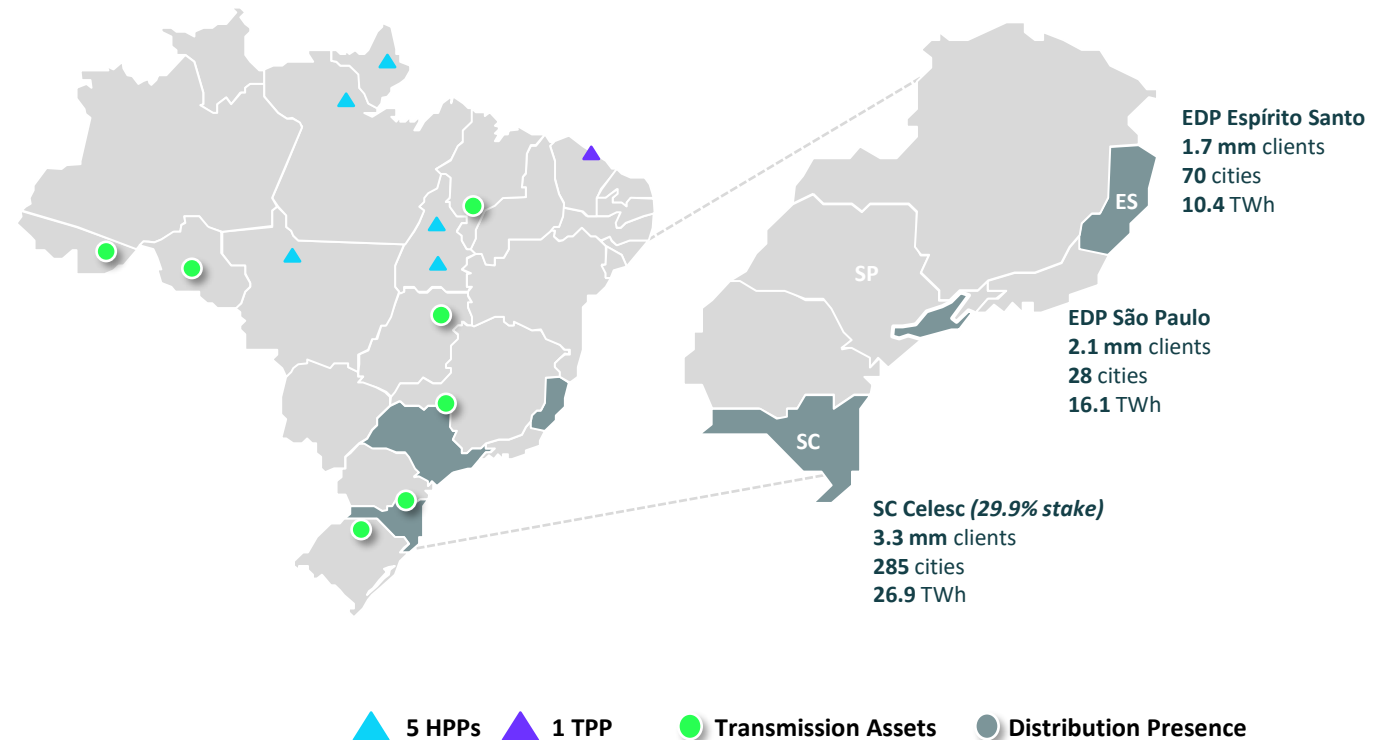
### Key Figures<sup>(1)</sup>



### EBITDA (2022)



### Company's Geographic Footprint (2022)



Notes: (1) as of 2022; (2) EDP SP + EDP ES clients

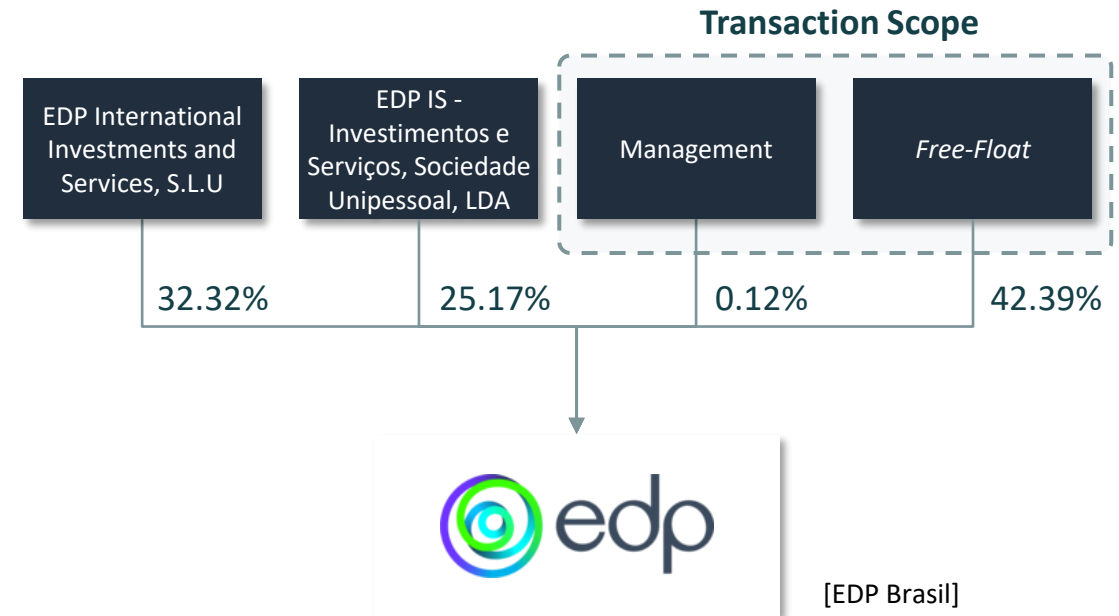
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## Transaction Overview

### Key Terms of the Offer

- EDP International Investments and Services, S.L.U ("Offeror"), the controlling shareholder and one of the vehicles of EDP - Energias de Portugal, S.A. ("EDP"), on March 2, 2023, filed a request with CVM for registration of a public offer for the acquisition of up to all common shares issued by EDP - Energias do Brasil S.A. ("Company"), except for those held, directly and indirectly, by the Offeror or EDP and by those currently held in treasury ("Tender Offer")
- The Tender Offer aims to: (i) obtain the conversion of the Company's registration with CVM from issuer of securities within category "A" to "B", pursuant to article 9 et seq. of CVM Resolution No. 80, of March 29, 2022<sup>(1)</sup>; cumulated with (ii) the Company's exit from the Novo Mercado special listing segment of B3 S.A. – Brasil, Bolsa, Balcão ("B3" and "Novo Mercado", respectively)
- The delisting from Novo Mercado, regardless of the conversion of the registration, will take place depending on the agreement of the shareholders holding more than 1/3 of the outstanding shares <sup>(2)</sup>, while the conversion of the registration and, consequently, the delisting from Novo Mercado, depends on the agreement of the shareholders holding more than 2/3 of the outstanding shares<sup>(2)</sup>
- The transaction aims to simplify EDP's corporate and organizational structure, thus providing greater flexibility in the financial and operational management of its operations in Brazil, and in line with its strategy of focusing on renewable energy and electricity networks.

### Current Shareholding Structure<sup>(5)</sup>



EDP offered a price of **R\$23.73 per share<sup>(3)</sup>**, representing a **premium of 22.3%<sup>(4)</sup>** over B3's closing price per share on March 1, 2023 (closing price immediately prior to the announcement of the Offer)

Notes: (1) A category "B" issuer may not have its shares traded on a regulated market; (2) For purposes of the quorum for Conversion of Register and the quorum for delisting from "Novo Mercado" set forth above, only Shares held by Shareholders duly qualified for the Offering, under the terms and conditions provided for in the item "Eligibility for the Auction" of the notice, pursuant to the provisions of Paragraph 1 of Article 25 of CVM Resolution 85 and Paragraph 1 of Article 43 of the "Novo Mercado" Regulation, shall be considered as Outstanding Shares.; (3) Adjusted price after dividend distribution approved on April 11, 2023. Price prior to the adjustment of R\$24.00 / share; (4) Premium corresponding to the price offered prior to the dividend adjustment (R\$ 24.00 / share); (5) Shareholding structure already disregards treasury shares (14,570,809 shares as of May 25<sup>th</sup>, 2023)

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# Key Terms of Public Tender Offer

	Key Offering Terms
Offeror	<ul style="list-style-type: none"> <li>EDP International Investments and Services, S.L.U</li> </ul>
Transaction Scope	<ul style="list-style-type: none"> <li>41.45%<sup>(1)</sup> of EDP – Energias do Brasil’s total and voting share capital, being these shares fully owned by minority shareholders and company’s management</li> </ul>
Share Amount	<ul style="list-style-type: none"> <li>Total of 240,868,465 (two hundred and forty million, eight hundred and sixty-eight thousand, four hundred and sixty-five) common shares</li> </ul>
Price per Share <sup>(2)</sup>	<ul style="list-style-type: none"> <li>R\$23.73 (twenty-three reais and seventy-three cents) per share</li> </ul>
Total Offering Volume (Financial Volume)	<ul style="list-style-type: none"> <li>R\$5,715,808,674.45 (five billion, seven hundred and fifteen million, eight hundred and eight thousand, six hundred and seventy-four reais and forty-five cents)</li> </ul>
Key Dates	<ul style="list-style-type: none"> <li>Tender Offer Announcement publication and tender offer launch date: May 31, 2023</li> <li>Registering period: from May 31, 2023 to 6pm of July 10, 2023</li> <li>Auction: July 11, 2023</li> <li>Settlement: July 14, 2023</li> </ul>

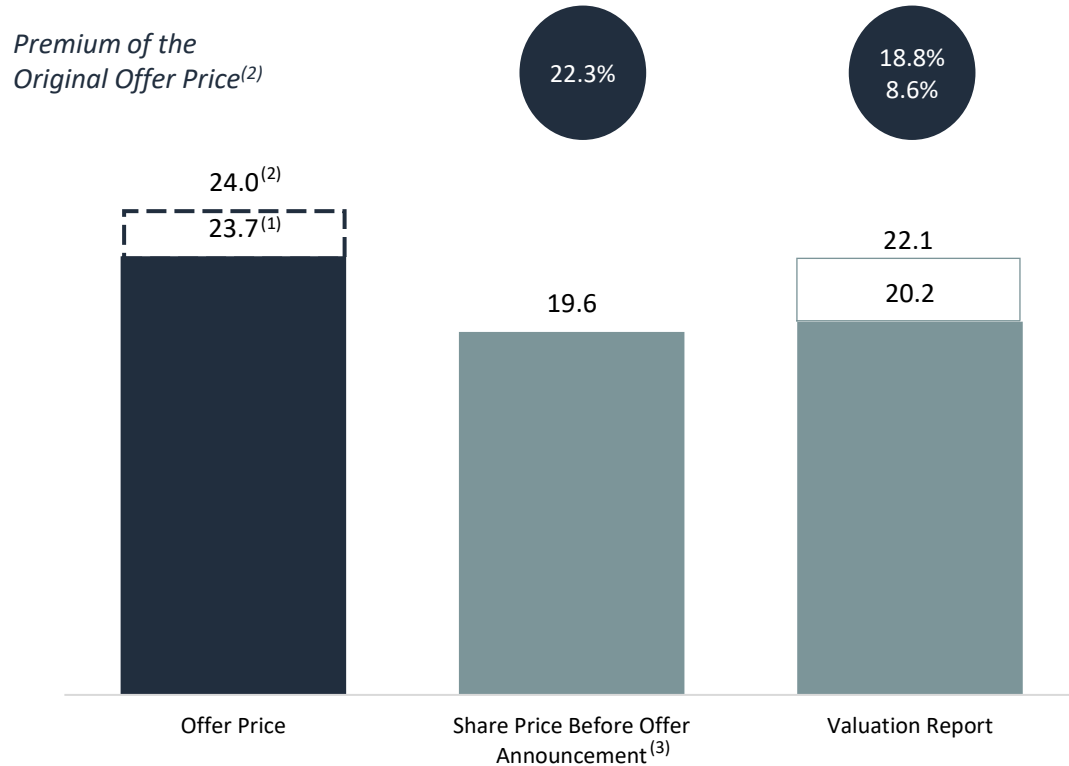
Notes: (1) 41.45% stake refers to total share capital, including treasury shares; (2) Price adjusted after the approval of dividend distribution on April 11th, 2023. Price prior to the adjustment of R\$24,00 / share

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## Tender Offer Rationale

### Offer Price vs. Other ENBR3 Prices

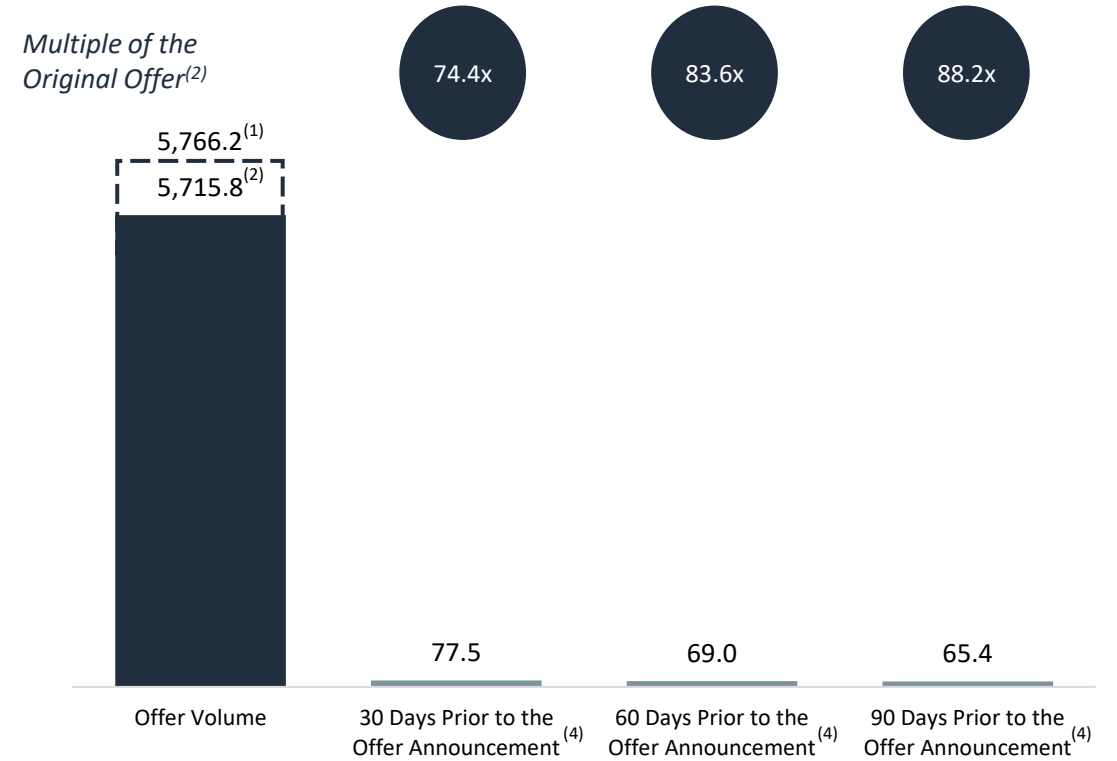
(R\$ / share)



Tender offer at an attractive price with a c. +22% premium over share price before the offer announcement...

### Offer Volume vs. Average Daily Volume<sup>(4)</sup>

(R\$ mm)



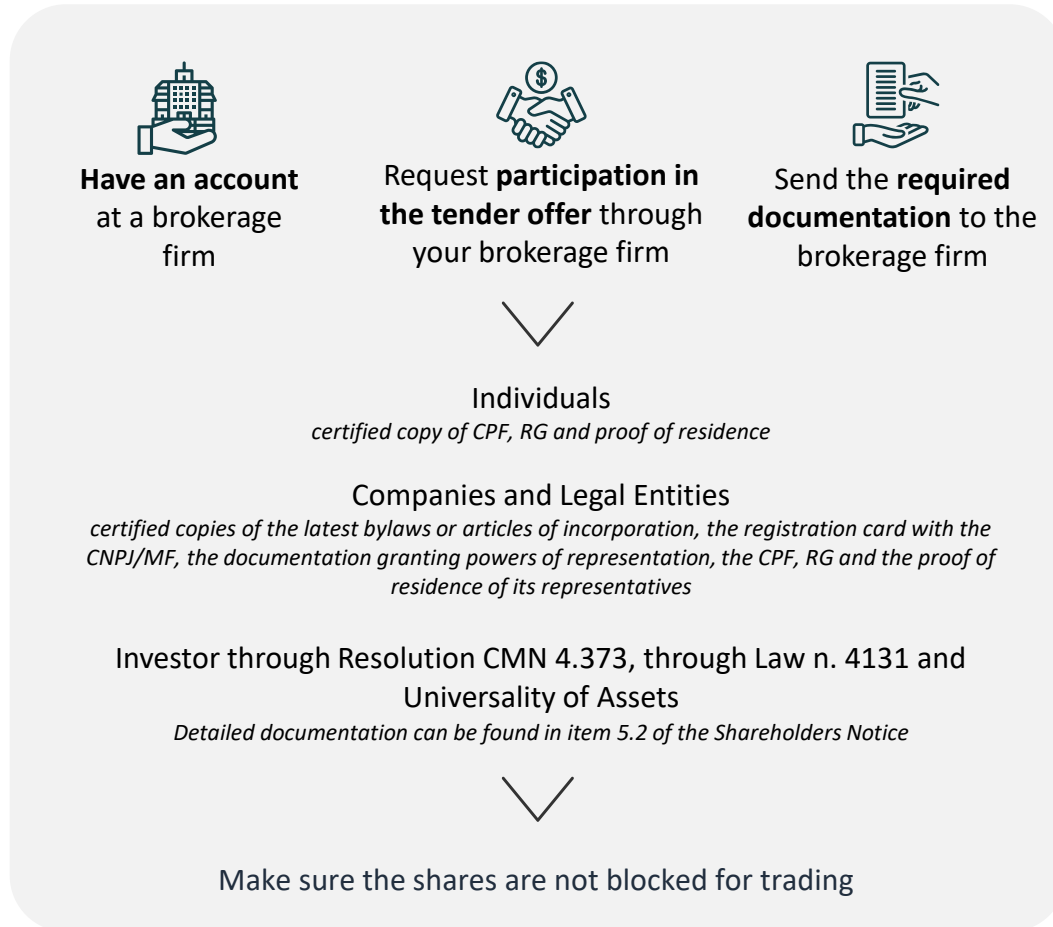
... Providing liquidity to the current shareholders

Source: Factset as of April 11th, 2023

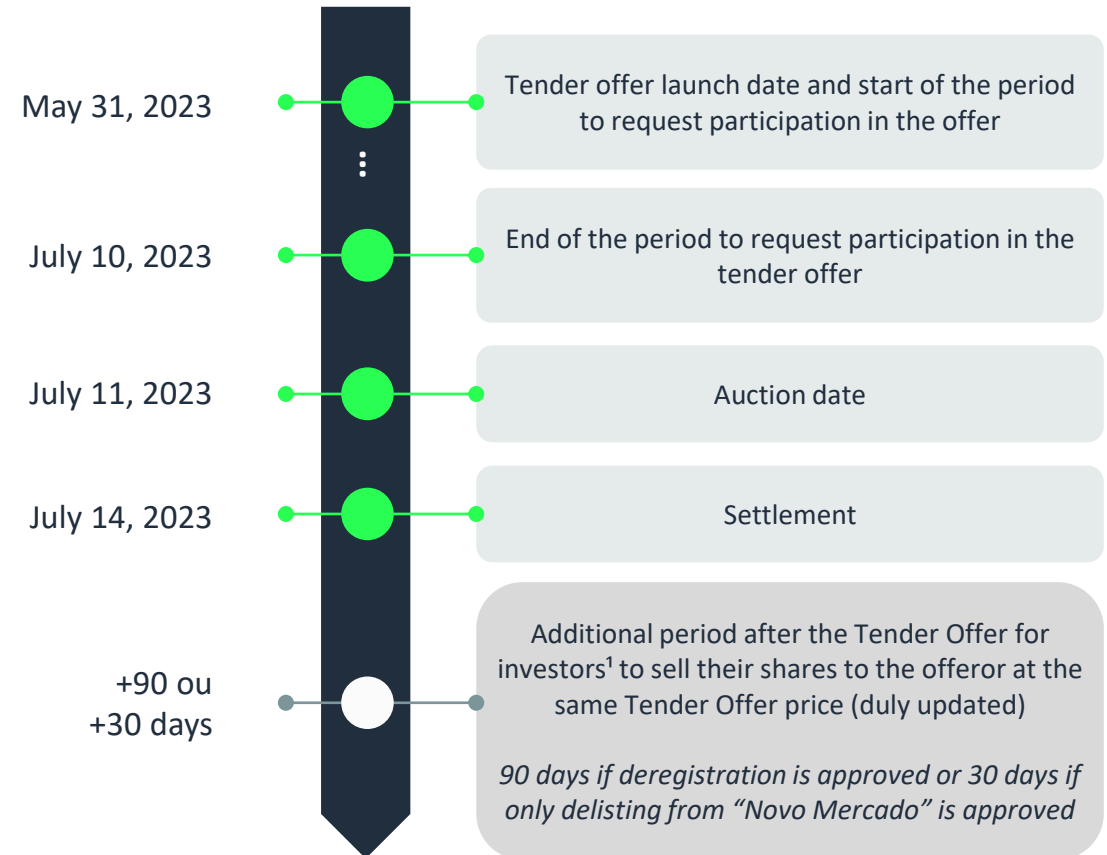
Notes: (1) Adjusted after the approval of dividend distribution on April 11th, 2023; (2) Pre dividend distribution approval on April 11th, 2023; (3) Share price as of March 1st, 2023, without adjustment for the dividend distribution approved on April 11th, 2023; (4) Average daily traded volume in a period 30, 60 and 90 days, respectively, before March 1st, 2023

## Next Steps

### How to Participate in the Tender Offer



### Tender Offer Timeline



Note: (1) Possibility also applicable to investors who disagreed with the cancellation of the registration and/or the exit from B3's Novo Mercado in the scope of the Tender Offer, in case of approval of the cancellation of the registration and/or the exit from B3's Novo Mercado

**PLEASE READ THE SHAREHOLDERS NOTICE AND APPRAISAL REPORT IN ITS ENTIRETY BEFORE MAKING ANY DECISION REGARDING THE ACCEPTANCE OF THE OFFER**

The Appraisal Report, the Shareholders Notice and the nominal list of all shareholders of the Company (the latter of which will only be made available to interested parties who attend, or request by electronic means, the physical or electronic addresses indicated below with identification and by signature of receipt, as provided for in Annex B, article 1, item XV, of CVM Resolution 85 and should not be made available on any website) are available to any interested person at the addresses below. Alternatively, the Valuation Report and the Tender Offer Announcement may be consulted on the Internet, on the websites indicated below.

#### **EDP – ENERGIAS DO BRASIL S.A.**

Werner Von Siemens Street, 111, building 22, block A, Lapa de Baixo

City and State of São Paulo, Brazil - CEP 05069-900

E-mail address for requesting the list of shareholders and other documents: [ri@edpbr.com.br](mailto:ri@edpbr.com.br)

<http://ri.edp.com.br/> (on this website, on the homepage, when accessing the left menu, on the section “Shares Tender Offer”, click in “Material Fact”, “Appraisal Report”, “Notice of Tender Offer”, “Presentations” or “Other Documents”, according to the most recent versions available).

#### **EDP INTERNATIONAL INVESTMENTS AND SERVICES, S.L.**

Plaza del Fresno, 2, Principado de Asturias, Espanha.

E-mail address for requesting the list of shareholders and other documents: [ir@edp.com](mailto:ir@edp.com)

<https://www.edp.com/en/investors/edp-brasil-tender-offer> (on this website, click in “Appraisal Report”, “Notice of Tender Offer”, or “Market notifications”, according to the most recent versions available).

#### **BANCO BTG PACTUAL S.A.**

Brigadeiro Faria Lima Avenue, 3477, 14<sup>th</sup> floor

City and State of São Paulo, Brazil - CEP 04538-133

E-mail address for requesting the list of shareholders and other documents: [OL-Project-Senna-M&A@btgpactual.com](mailto:OL-Project-Senna-M&A@btgpactual.com)

[www.btgpactual.com/home/investment-bank](http://www.btgpactual.com/home/investment-bank) (on this website, access "Capital Markets – Download", then click on "2023" and then, just below "Public Offer for the acquisition of shares of EDP Energias do Brasil S.A. for conversion of registration and exit of the Novo Mercado by EDP International Investments and Services, S.L.U.", click on "Notice" or "Appraisal Report", as the case may be.

#### **COMISSÃO DE VALORES MOBILIÁRIOS**

Sete de Setembro Street, 111, 2<sup>nd</sup> floor - "Centro de Consultas a Documentos"

Center, CEP 20050-901, Rio de Janeiro – RJ or

Cincinato Braga Street, 340, 2<sup>nd</sup> floor - "Centro de Consultas a Documentos"

CEP 01049-000, São Paulo - SP

<https://sistemas.cvm.gov.br/?OpaEN> (on this website select the year 2023 under "Registered" and then select "EDP – Energias do Brasil S.A." and consult the most recent versions of the Appraisal report and/or the Offer Notice available).

#### **B3 S.A. BRASIL, BOLSA, BALCÃO**

Antonio Prado Square, 48, 2<sup>nd</sup> floor – "Electronic Negotiation Board"

Centro, São Paulo - SP

[https://www.b3.com.br/en\\_us/products-and-services/trading/auctions/opas/](https://www.b3.com.br/en_us/products-and-services/trading/auctions/opas/) (on this website, click on the desired document related to the Offer).

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#### **CALL CENTER OF THE OFFER – CONTACT**

**Toll free from the Brazilian territory:** 0800 591 0463

**Local number for local and international calls:** +55 11 4118 6348

**Dedicated email address for investors:** [opa.edpbrasil@investor.morrowsodali.com](mailto:opa.edpbrasil@investor.morrowsodali.com)

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## Disclaimer

The information presented in this material was prepared in connection with the public offering for the acquisition of up to all common shares issued by EDP - Energias Do Brasil S.A. ("Company") for the purpose of cancellation of registration as a publicly-held company in category A and conversion to category B and delisting from Novo Mercado of B3 S. A. - Brasil, Bolsa, Balcão ("Tender Offer"), registered with the Brazilian Securities and Exchange Commission ("CVM"), in accordance with the procedures set forth in CVM Resolution No. 85, dated March 31, 2022 ("CVM Resolution 85"). The Information is not directed at, or intended for distribution to, or use by, any persons or entities that are citizens or residents of, or located in, any locality, state, country or other jurisdiction in which distribution or use would be contrary to law or regulation, or which requires any registration or licensing for such jurisdiction, except for Brazil.

The information contained herein is summarized, subject to change, and does not purport to be complete. This presentation is for informational purposes only and was submitted to CVM for prior approval. The reading of the Public Notice and of the Valuation Report is still required for all shareholders.

Any opinions expressed in the presentation are subject to change without notice, and EDP and the Intermediary Institution expressly disclaim any obligation or commitment to disseminate any updates or revisions to the information contained herein.

Accredited Shareholders may express their agreement with the Register Conversion and/or the "Novo Mercado" Delisting by: (i) effectively selling their Shares at the Auction through accreditation with their broker; or (ii) filling out the Manifestation Form with an indication favorable to the Register Conversion and/or the "Novo Mercado" Delisting, no additional procedure being required (even if they do not wish to sell their Shares). The Manifestation Form is attached to the Final Tender Protocol.

Qualified Shareholders may express their disagreement with the Conversion of Register and/or the Delisting from Novo Mercado by transferring their shares to the specific portfolio, but without the sale of their Shares in the Auction or without manifestation of agreement, in the terms above, without the need for any additional procedure.

For further information on the procedures for agreement or disagreement with the Conversion of Registration and the Exit from Novo Mercado, read carefully items 5.11 and 5.12 of the Notice, which is available at the addresses indicated on page 7 of this presentation.

Once the Auction has been held and the quorum for Conversion of the Registration has been reached, the other shareholders who have not sold at the Auction may, even if they have manifested themselves contrary to the Tender Offer, if they wish, sell them to the Offeror for the Tender Offer Price per Share, adjusted by the SELIC Rate, accumulated, pro rata basis, from the Auction Settlement Date until the date of effective payment (i) by means of negotiations at B3, during the period between the business day following the Settlement Date and the date of effective Conversion of the Registration, and (ii) during the period of three months following the Auction, that is, until [•] of [•] of 202[•], upon request formulated to the Bookkeeping Agent.

If the quorum for Delisting from Novo Mercado has been reached and not the quorum for Conversion of the Registration, they may sell them, under the same conditions as above (i) by means of trades at B3, during the period between the business day following the Settlement Date and the date of the effective Delisting from Novo Mercado, and (ii) during the period of one month following the Auction, that is, until [•] of [•] of 202[•], upon request to the Bookkeeping Agent.

For further information on the procedure of the supervening acquisitions described above, read carefully items 8.1.1 and 8.2.1 of the Notice, which is available at the addresses indicated in page 7 of this presentation.

If the delisting from Novo Mercado is approved, the Company will no longer have the obligations set forth in the Novo Mercado Regulations of B3, among which (a) the need to have an Audit Committee installed, (b) to have a minimum free-float of 20%, and (c) the adoption of mandatory policies (Risk Management Policy, Related-Party Transactions Policy, Compensation Policy, among others). For more information about the obligations set forth in the Novo Mercado Regulations, please visit the link [https://www.b3.com.br/pt\\_br/produtos-e-servicos/solucoes-para-emissores/segmentos-de-listagem/sobre-segmentos-de-listagem/](https://www.b3.com.br/pt_br/produtos-e-servicos/solucoes-para-emissores/segmentos-de-listagem/sobre-segmentos-de-listagem/).

If the Conversion of Registration is approved, the Company will no longer have its shares traded at B3 and, consequently, will no longer have the liquidity of the stock exchange environment.

NEITHER EDP, THE COMPANY, THE INTERMEDIARY INSTITUTION OR ANY OF THEIR RESPECTIVE DIRECTORS, EMPLOYEES, AGENTS, AFFILIATES OR CONSULTANTS ACCEPT ANY LIABILITY FOR ANY LOSS ARISING FROM ANY USE OF THE INFORMATION OR OTHERWISE, ARISING IN CONNECTION THEREWITH.

Any decision in relation to the Tender Offer must be made solely on the basis of the information in the offering documents prepared in connection with the Tender Offer and not on the basis of the content contained herein.

INVESTORS AND HOLDERS OF COMMON SHARES ISSUED BY THE COMPANY SHOULD READ THE PUBLIC OFFERING NOTICE, THE VALUATION REPORT AND ALL OTHER DOCUMENTS FILED WITH THE CVM IN CONNECTION WITH THE PUBLIC OFFERING CAREFULLY BEFORE MAKING A DECISION REGARDING THE PUBLIC OFFERING, AS THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PUBLIC OFFERING.

These documents may be obtained from the addresses indicated on page 7 of this presentation.

THE OFFER DOCUMENTS, INCLUDING THIS PRESENTATION, SHALL NOT BE AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED TO OR FROM ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW.





