



BRISANET PARTICIPAÇÕES S.A.

Publicly-held Company

Corporate Taxpayers' ID (CNPJ/MF) nº 19.796.586/0001-70

Company Registry (NIRE) 23.300.045.742

MATERIAL FACT

BRISANET PARTICIPAÇÕES S.A. (“**Company**” or “**Brisanet Participações**”) in compliance with the provisions of article 157, paragraph 4, of Law No. 6. 404, of December 15, 1976 (“**Brazilian Corporation Law**”), Securities and Exchange Commission (“**CVM**”) Resolution No. 44, of August 23, 2021, and CVM Resolution No. 78, of March 29, 2022 (“**CVM Resolution 78**”), hereby informs that on this date the Company's Board of Directors approved the proposed merger of the Company into Brisanet Serviços de Telecomunicações S.A., a wholly-owned subsidiary of the Company (“**Brisanet Serviços**” and, together with the Company, “**Companies**” and “**Merger**”, respectively), as well as the execution of the respective protocol and justification of the Merger (“**Protocol and Justification**”), to be submitted for approval by the Company's shareholders. In compliance with CVM Resolution 78, the main terms and conditions of the Merger are described below.

1 COMPANIES INVOLVED IN THE TRANSACTION AND THEIR ACTIVITIES

1.1 Company

1.1.1 Identification. Brisanet Participações S.A., a publicly-held company, headquartered at Rodovia CE-138, Trecho Pereiro CE Divisa com RN - Km 14 - Estrada Carrossal Brisa 1Km, Portão A, Prédio 1, Entrada 2, 1º Andar, Sala 2, in the city of Pereiro, state of Ceará, CEP 63460-000, registered with the National Register of Legal Entities of the Ministry of Finance (“**CNPJ/MF**”) under number 19.796.586/0001-70.

1.1.2 Activities. The Company's corporate purpose is to participate, as a shareholder, in other companies or ventures, in Brazil or abroad, provided that they are related to the following activities: (i) operation of telecommunications services or activities related to the execution of these services, such as making available audio, video, image and text content, applications and the like; datacenter, including hosting and colocation; storage, processing and management of data, information, texts, images, videos, applications and information systems and the like; (ii) information technology; (iii) information and communication security; (iv) electronic security systems related to theft, intrusion, fire and others; and (v) licensing and sub-licensing of software of any kind, among others.

1.2 Brisanet Serviços

1.2.1 Identification. Brisanet Serviços de Telecomunicações S.A., a public limited company, with registered offices at Rodovia CE-138 - Trecho Pereiro CE Divisa com RN - km14 - Estrada de Acesso Brisa 1KM - Portão A - Prédio 2 - Entrada 3 - Térreo, CEP: 63460-000, city of Pereiro, State of Ceará, registered with the CNPJ/MF under No. 04.601.397/0001-28.

1.2.2 Activities. Brisanet Serviços is, on this date, a wholly-owned subsidiary of the Company and its corporate purpose is to provide the following services and develop

the following activities: (i) multimedia telecommunications services - SCM; (ii) switched fixed telephony services - STFC; (iii) voice over internet protocol providers - VOIP; (iv) personal mobile service - SMP; (v) equipment rental; (vi) IT services; (vii) optical fiber and radio network installation services; (viii) specialized retail trade in telephony and communication equipment; (ix) wholesale, retail and import of computer and telecommunication equipment; (x) subscription television; (xi) cable subscription television operators; (xii) provision of monitoring services; (xiii) wholesale, retail, import and rental of electronic monitoring equipment; (xiv) maintenance of electronic monitoring equipment; (xv) wholesale, retail and import of cameras and monitoring materials; (xvi) manufacture of precast reinforced concrete structures, in series and to order; (xvii) installation and assembly of electronic equipment; (xviii) intermediation and agency of services and business in general; (xix) licensing or assignment of the right to use computer programs; (xx) customizable development and computer systems; (xxi) non-customizable computer development and systems; (xxii) making available, without definitive assignment, audio, video, image and text content via the Internet, respecting the immunity of books, newspapers and periodicals; (xxiii) value-added services; (xxiv) data processing, application service providers and Internet hosting services; (xxv) office and administrative support services; (xxvi) operation of telecommunications services or activities related to the execution of these services, such as the provision of audio, video, image and text content, applications and the like; datacenter, including hosting and colocation; storage, processing and management of data, information, texts, images, videos, applications and information systems and the like; (xxvii) information technology; (xxviii) information and communication security; (xxix) electronic security systems related to theft, intrusion, fire and others; and (xxx) licensing and sub-licensing of software of any nature, among others.

2 DESCRIPTION AND PURPOSE OF THE TRANSACTION

2.1 Description

The proposed Merger, the consummation of which will be subject to corporate approvals and the obtaining of the applicable regulatory and third-party consents, consists of the incorporation of all of the Company's net equity, at book value, by Brisagnet Serviços, causing the extinction of the Company's legal personality and its succession, in all its rights and obligations, on a universal basis and for all legal purposes, without any solution of continuity, by Brisagnet Serviços ("**Merger**"), with the consequent transfer of the Company's shareholder base to Brisagnet Serviços.

As part of the Merger, Brisagnet Serviços will file an application for registration as a securities issuer, category "A", with the CVM, as well as applications for listing of Brisagnet Serviços with B3 S.A. - Brasil, Bolsa, Balcão ("**B3**") and for admission of the shares issued by Brisagnet Serviços to trading in the B3 trading segment called "Novo Mercado" ("**Novo Mercado**").

2.2 Purpose of the Transaction

The purpose of the Merger is to simplify and optimize the administrative and corporate structure of the economic group to which the Companies belong, to improve and facilitate access to the capital needed to finance their business plans, as well as to promote administrative and operational synergies, while also contributing to a reduction in the regulatory compliance costs of said group

3 MAIN COSTS AND RISKS OF THE TRANSACTION

3.1 Costs

The managements of the Company and Brisagnet Serviços estimate that the costs of carrying out the Merger will be approximately R\$850,000.00 (eight hundred and fifty thousand reais) for these Companies as a whole, including expenses with publications, auditors, regulators, appraisers, lawyers and other professionals hired to advise on the Merger.

3.2 Risks of the transaction

The management of the Companies does not foresee any relevant risks for the implementation of the Merger, other than those to which the Companies' activities are usually exposed, compatible with their size and operations.

The market value of the shares issued by Brisagnet Serviços may vary at the time of completion of the Merger as a result of a series of factors that are beyond the control of the Companies, including macroeconomic factors and those inherent in the Brazilian capital markets.

The success of the Merger will depend, in part, on the ability of the group to which the Companies belong to reduce its expenses and optimize its processes due to the simplification of the group's corporate structure. There is no certainty, however, that such cost reduction and process optimization will be successful. If these objectives are not successfully achieved, the benefits expected from the Merger may not occur in full or may take longer than expected to occur.

4 SHARE EXCHANGE RATIO

Considering that Brisagnet Serviços is a fully-owned subsidiary of the Company, all shares issued by Brisagnet Serviços will be canceled and the Company's shareholders will receive, in substitution for the shares issued by the Company, which will also be canceled as a result of the Merger, an equal number of shares issued by Brisagnet Serviços to those they hold in the Company ("**Exchange Ratio**"). Thus, the Exchange Ratio was established so that, within the scope of the Merger, one (1) common share issued by Brisagnet Serviços is attributed for each one (1) common share issued by the Company held by the Company's shareholders.

Any fractions of shares issued by Brisagnet Serviços as a result of the Merger will be grouped into whole numbers and then sold on the spot market administered by B3 following completion of the Merger, under the terms of a notice to shareholders to be published in due course. The amounts earned in the sale will be made available net of fees to the former shareholders of the Company holding the respective fractions, in proportion to their interest in each share sold.

Brisagnet Serviços shall not issue, as a result of the Merger, shares corresponding to the shares held by the Company in treasury on the date of implementation of the Merger, which shall be canceled up to the date of implementation of the Merger, if they are not sold by Brisagnet Participações up to the date of implementation of the Merger.

The shares to be issued by Brisagnet Serviços as a result of the Merger will have the same rights and benefits currently arising from the ordinary shares issued by the Company, with the issue and subscription of those shares not resulting in any modification to the voting rights, dividends or any other political or patrimonial rights currently arising from the ordinary shares issued by the Merged Company, participating fully in all its benefits, including

dividends and capital remunerations that may be declared by the Merger Company after the completion of the Merger.

Bearing in mind that the shareholding structure of Brisagnet Serviços after the Merger will reflect the percentages currently held by the Company's shareholders, without dilution, the Exchange Ratio shall be adjusted proportionally only in the event of a stock split, reverse stock split or stock bonus, and no other adjustment shall apply due to a capital reduction, distribution of dividends or interest on equity.

5 CRITERIA FOR SETTING THE EXCHANGE RATIO

As described in item 4 above, the Exchange Ratio was set so as to grant the Company's shareholders ordinary shares issued by Brisagnet Serviços in an amount equivalent to the ordinary shares issued by the Company that they hold, without diluting their respective shareholdings.

6 SUBMISSION OF THE INCORPORATION FOR APPROVAL BY BRAZILIAN OR FOREIGN AUTHORITIES

The Merger is subject to obtaining the prior consent of the National Telecommunications Agency (“Anatel”), pursuant to Anatel Resolution No. 101, of February 4, 1999 and Anatel Resolution No. 720/2020, or obtaining a waiver from Anatel of the need for said prior consent, as the case may be.

With regard to the approvals of other third parties, the management of the Companies will take the necessary steps to obtain the prior approvals that, under the terms of the contracts, financial instruments and issuance of debt signed by them, are necessary with the counterparties, in order to carry out the Merger, without causing the early maturity of the respective debts or non-compliance with obligations assumed by the Companies.

7 EXCHANGE RATIO CALCULATED IN ACCORDANCE WITH ARTICLE 264 OF THE COMPANY LAW

With the adoption of the Exchange Ratio and the concomitant cancellation of the shares issued by Brisagnet Serviços held by the Company, the Company's shareholders immediately before the Merger will hold, in Brisagnet Serviços, immediately after the Merger and the consequent cancellation of the reciprocal participation, the same proportions of shares issued by Brisagnet Serviços that they held in the Company. In this sense, the Merger is considered to be equitable for the shareholders, and therefore: (i) article 264 of the Brazilian Corporation Law; or (ii) the procedures set out in CVM Guidance Opinion No. 35, of September 1, 2008 (“**CVM Opinion 35**”) are not applicable (observing the legal duties of the companies' managers).

8 RIGHT OF WITHDRAWAL AND AMOUNT OF REIMBURSEMENT

Under the terms of the Brazilian Corporation Law, the Company's dissenting shareholders may be entitled to the right of withdrawal for the amount of net equity per share issued by the Company on December 31, 2023, according to the financial statements approved by the Company's Annual General Meeting held on April 25, 2024, which corresponds to R\$3.38 (three reais and thirty-eight cents) per share issued by the Company, without prejudice to the right to draw up a special balance sheet, under the terms of article 45 of the Brazilian Corporation Law.

The right to withdraw will only be granted to shareholders who (i) have held shares issued by the Company uninterrupted since the date of disclosure of this material fact; (ii) do not vote in favor of the Merger, who abstain from voting or who do not attend the Extraordinary General Meeting of Brisagnet Participações that will decide on the Merger; and (iii) expressly manifest their intention to exercise the right of withdrawal, within a period of 30 (thirty) days from the date of publication of the minutes of the Extraordinary General Meeting of Brisagnet Participações that approves the Merger.

The Company's management shall retain the right provided for in article 137, paragraph 3, of the Brazilian Corporation Law, to ratify or not the merger within ten (10) days of the closing date for the dissenting shareholders to exercise their right of withdrawal.

9 OTHER RELEVANT INFORMATION

9.1 Corporate approvals

The completion of the Merger, which will also be subject to the implementation of the suspensive conditions set out in the Protocol and Justification, will depend on the performance of the following acts, all of which are interdependent and must be coordinated so that they all take place on the same date:

- (a) Extraordinary General Meeting of the Company to, in this order, (i) approve the terms and conditions of the Protocol and Justification; (ii) approve the Merger, expressly waiving the installation of the special independent committee referred to in CVM Opinion 35, and the consequent extinction of the Company; and (iii) to authorize the managers to subscribe for the shares to be issued by Brisagnet Serviços and to carry out other acts necessary for the Merger, including the concomitant cancellation of the shares issued by Brisagnet Serviços held by the Company, in order to eliminate the reciprocal participation between the Companies ("**Company's EGM**"); and
- (b) Extraordinary General Meeting of Brisagnet Serviços to, in this order: (i) approve the terms and conditions of the Protocol and Justification; (ii) ratify the hiring of a specialized company responsible for preparing the appraisal report, at book value, of the net equity of the Company to be merged into Brisagnet Serviços ("**Appraisal Report**"); (iii) approve the Appraisal Report; (iv) to approve the Merger, under the terms of the Protocol and Justification, and the consequent capital increase of Brisagnet Serviços; (v) to approve the amendment to the bylaws of Brisagnet Serviços; and (vi) to authorize the management of Brisagnet Serviços to carry out all acts and measures necessary for the implementation of the Merger.

The Company will publish a notice to shareholders in due course informing them of the reference date for defining the Company's shareholders who will receive ordinary shares issued by Brisagnet Serviços, in accordance with the Exchange Ratio.

9.2 Availability of Documents

The call notice and the proposal of the Company's management for the Company's EGM, the Protocol and Justification, as well as the Valuation Report prepared within the scope of the Merger will be disclosed by the Company in due time and will be available for consultation at the Company's registered office and on the Company's websites (ri.brisagnet.com.br), CVM (gov.br/cvm) and B3 (www.b3.com.br).

Additional information on the matters described in this material fact will be disclosed by the Company on a timely basis in accordance with the applicable laws and regulations.

Pereiro/CE, July 29, 2024.

BRISANET PARTICIPAÇÕES S.A.

Luciana Paulo Ferreira
Investor Relations Officer