



BRISANET PARTICIPAÇÕES S.A.
Corporate Taxpayers' ID (CNPJ/MF)
No.19.796.586/0001-70
Company Registry (NIRE) 23.300.045.742

**BRISANET SERVIÇOS DE
TELECOMUNICAÇÕES S.A.**
Corporate Taxpayers' ID (CNPJ/MF) No.
04.601.397/0001-28
Company Registry (NIRE) 23.3.0004573-4

MATERIAL FACT

BRISANET PARTICIPAÇÕES S.A. (“**Brisanet Participações**”) and **BRISANET SERVIÇOS DE TELECOMUNICAÇÕES S.A.** (“**Brisanet Serviços**” and, jointly with Brisanet Participações, “**Companies**”), in compliance with article 157, paragraph 4, of Law no. 6. 404, December 15, 1976 (“**Brazilian Corporate Law**”) and the Resolution of the Brazilian Securities and Exchange Commission (“**CVM**”) No. 44, of August 23, 2021 (“**CVM Resolution 44**”), in continuity with the material facts disclosed by the Company on July 29, 2024 and October 28, 2024, hereby inform that the suspensive conditions applicable to the implementation of the merger of Brisanet Participações by Brisanet Serviços have been fully verified, pursuant to item 7 of the “*Private Instrument of Protocol and Justification of Merger of Brisanet Participações S. A. by Brisanet Serviços de Telecomunicações S.A.*”, entered into between the Company and Brisanet Serviços on July 29, 2024 (“**Merger**”).

The Companies inform that the Merger will be implemented and considered effective in all legal aspects as of December 4, 2024, observing the deadlines and procedures applicable to the operationalization of the Merger.

The common shares issued by Brisanet Participações will cease to be traded at B3 S.A. - Brasil, Bolsa, Balcão (“**B3**”) at the end of the trading session on December 4, 2024 and the common shares issued by Brisanet Serviços will begin to be traded at the Novo Mercado of B3 as of December 5, 2024 (inclusive), under the ticker “BRST3”.

The Companies also inform that the payment of the reimbursement amount to the shareholders of Brisanet Participações who exercised their right to withdrawal in connection with the approval of the Merger by the Extraordinary General Meeting of Brisanet Participações held on September 13, 2024, as informed in the material fact disclosed on October 28, 2024, will be made on December 4, 2024, by means of credit in the respective custody account, according to the data registered with the respective custody agents or with BTG Pactual Serviços Financeiros S. A. DTVM, institution responsible for the bookkeeping of the shares issued by Brisanet Participações (“**Bookkeeper**”), as applicable. The 7,737,379 common shares issued by Brisanet Participações subject to the right to withdrawal will be canceled upon the implementation of the Merger.

Due to the exercise of the aforementioned right to withdrawal, in the context of Brisanet Serviços' applications for listing on B3 and the admission of its common shares to trading on the Novo Mercado, Brisanet Serviços submitted a request for exemption from the minimum percentage of outstanding shares (“**Free Float**”) established in the Novo Mercado Regulations.

In response to Brisanet Serviços' request, B3 granted, on an exceptional basis, (i) permission for the temporary maintenance of the Free Float achieved after the exercise of the right to withdrawal by Brisanet Participações' shareholders, in the context of the Merger, this percentage being, in any event, equivalent to or greater than 18.84%; and (ii) a period of 18 months, from the start of trading of the shares issued by Brisanet Serviços on the Novo Mercado, to meet the minimum level provided in the Novo Mercado Regulations.

If the Free Float reaches a level higher than mentioned above, at any time during the period granted by B3, Brisagnet Serviços will not be allowed to further reduce it until the minimum percentage defined in the Novo Mercado Regulations is reached.

In return for the exceptional treatment granted by B3, Brisagnet Serviços is required to:

- (i) maintain a statutory audit committee in compliance with CVM Resolution 23 of February 25, 2021 and article 22 of the Novo Mercado Regulations;
- (ii) disclose, by July 31 of each year, a report with environmental, social and corporate governance information, based on internationally accepted standards, such as the Global Reporting Initiative, or the International Integrated Reporting Council's international framework for integrated reporting;
- (iii) maintain, in its nomination policy, the obligation to nominate at least one female candidate to occupy positions on the Board of Directors and the Executive Board of Officers of Brisagnet Serviços. In this way, Brisagnet Serviços will act actively to ensure that (a) its Board of Directors approves the election of at least one female officer, and (b) the management proposal at the general meetings aimed at choosing the members of the Board of Directors recommends the election of at least one female director;
- (iv) engage an institution to be the market maker of the Company's shares, in accordance with CVM Resolution nº 133, of June 10, 2022, to promote liquidity of the shares in the secondary markets; and
- (v) to adapt, until the next General Meeting of Brisagnet Serviços to be convened, the bylaws of Brisagnet Serviços in order to ensure that shareholders hold:
 - (a) 9% of the share capital, the right to request that a special meeting be called to decide on a new appraisal, for the purpose of determining the appraisal value of Brisagnet Serviços and a second appraisal, in the event of the delisting of Brisagnet Serviços, under the terms of article 4-A of the Brazilian Corporation Law; and
 - (b) 9% of the share capital, the right to elect, in a separate vote, a representative and respective alternate to the Board of Directors, under the terms of article 141, paragraph 4, of the Brazilian Corporate Law.

The relevant documents relating to the Merger are available for consultation on the websites of the Companies (ri.brisagnet.com.br), the CVM (www.gov.br/cvm) and B3 (www.b3.com.br).

Pereiro/CE, November 19, 2024.

BRISANET PARTICIPAÇÕES S.A.

Luciana Paulo Ferreira
Investor Relations Officer