



## **NEOENERGIA S.A.**

PUBLICLY-HELD COMPANY | CVM No. 01553-9  
CNPJ/MF 01.083.200/0001-18 | NIRE 33.300.266.003

### **MATERIAL FACT**

**NEOENERGIA S.A.** (“Neoenergia” or “Company”), a publicly-held company registered under CNPJ/MF No. 01.083.200/0001-18, pursuant to Law No. 6,404 of December 15, 1976, as amended, and to the Brazilian Securities Commission Resolution No. 44 of August 23, 2021, hereby informs its shareholders and the market in general that the Company and Unique Power Fundo de Investimento em Participações Multiestratégia Responsabilidade Limitada (“Unique Power”), an investment fund wholly owned by Warrington Investment Pte. Ltd. (“Warrington”), entered into a Share Purchase Agreement, providing, on the one hand, for the acquisition by Neoenergia of common shares of Neoenergia Transmissão S.A. (“Neoenergia Transmissão”), representing 1% (one percent) of the shares issued by Neoenergia Transmissão currently held by Unique Power, and, on the other hand, for the transfer by Neoenergia to Unique Power of 49% (forty-nine percent) of new shares of Neoenergia Transmissão, to be issued as a result of a capital increase to be carried out by the Company through the contribution of all equity interests held by the Company in the following controlled companies: (i) Neoenergia Guanabara Transmissão de Energia S.A.; (ii) Neoenergia Vale do Itajaí Transmissão de Energia S.A.; (iii) Potiguar Sul Transmissão de Energia S.A.; (iv) Neoenergia Morro do Chapéu Transmissão e Energia S.A.; (v) Neoenergia Estreito Transmissão de Energia Elétrica S.A.; (vi) Neoenergia Alto Paranaíba Transmissão de Energia Elétrica S.A.; and (vii) Neoenergia Paraíso Transmissão de Energia Elétrica S.A., based on an equity value of R\$ 2,417,660,000.00 (two billion, four hundred and seventeen million, six hundred and sixty thousand reais) (base date: September 30, 2025), subject to adjustments until the closing date (the “Transaction”).

As a result of the Transaction, the Company will hold 51% (fifty-one percent) of the total share capital of Neoenergia Transmissão and will obtain control thereof, which since September 2023 had been jointly held with Unique Power and Warrington.

The completion of the Transaction is subject to certain customary conditions precedent for this type of transaction, including approval by the Administrative Council for Economic Defense (CADE), the Brazilian Electricity Regulatory Agency (ANEEL), as well as by certain third parties.

Rio de Janeiro, April 28, 2026

**Carlos Henrique Quadros Choqueta**

Chief Financial and Development Officer

(also performing the duties of Investor Relations Officer)