

This public offering notice is directed only to Brazil and to the United States of America. This restriction includes, but is not limited to, the transmission of fax, email, telex, telephone, and internet. Consequently, copies of this notice and any documents related to this tender offer will not be, and should not be, transmitted or distributed by mail or other means of transmission to any country other than Brazil or the United States of America.

This tender offer is directed exclusively to the shareholders of Neoenergia S.A. eligible to participate in the auction to be conducted at B3 S.A. – Brasil, Bolsa, Balcão.

**UNIFIED TENDER OFFER NOTICE FOR THE ACQUISITION OF COMMON SHARES ISSUED
BY**

NEOENERGIA S.A.

Public Company – CVM Registration No. 01553-9

CNPJ/MF No. 01.083.200/0001-18

ISIN Code of Common Shares: BRNEOEACNOR3

Trading Code of Common Shares: NEOE3

ON BEHALF AND ORDER OF

IBERDROLA ENERGIA, S.A.U.

CNPJ/MF No. 05.470.823/0001-02

INTERMEDIATED BY

BANCO BTG PACTUAL S.A.

CNPJ/MF No. 30.306.294/0001-45

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BANCO BTG PACTUAL S.A., financial institution that is part of the securities distribution system, with offices in the city of São Paulo, State of São Paulo, Brazil, at Avenida Brigadeiro Faria Lima, No. 3,477, 14th floor, Postal Code 04.538-133, registered with the National Register of Legal Entities of the Ministry of Finance ("CNPJ/MF") under No. 30.306.294/0001-45 (the "Intermediary Institution"), in the capacity of intermediary financial institution on behalf and order of **IBERDROLA ENERGIA S.A.U.**, a corporation, headquartered in the City of Bilbao (Biscaia), Spain, at Plaza de Euskadi, No. 5, ZIP Code 48009, registered with the CNPJ/MF under No. 05.470.823/0001-02 ("Offeror"), hereby present to the shareholders of **NEOENERGIA S.A.**, a publicly held company, headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, Brazil, at Praia do Flamengo, No. 78, 3rd floor, Flamengo, ZIP Code 22.210-906, registered with the CNPJ/MF under No. 01.083.200/0001-18, registered with the Brazilian Securities and Exchange Commission ("CVM") as a category "A" securities issuer under No. 01553-9, ("Company" and "Shareholders", respectively), this public tender offer to acquire up to all of the common shares issued by the Company, except for those held by the Offeror and its controlling shareholder.

This public tender offer notice to acquire common shares issued by the Company ("Notice"), therefore, takes into account the unification of two types of public tender offers to acquire shares: **(i)** the first, has the purpose of promoting the conversion of the Company's registration with the CVM from category "A" securities issuer to "B", pursuant to article 9 and following of CVM Resolution No. 80, of March 29, 2022 ("Registration Conversion" and "CVM Resolution 80", respectively); and **(ii)** the second, to delist the Company from B3 S.A. – Brasil, Bolsa, Balcão ("B3") special listing segment Novo Mercado ("Novo Mercado"), pursuant to articles 42 and 43 of the Novo Mercado rules ("Novo Mercado Rules" and "Exit from the Novo Mercado", respectively); observing the provisions of the Law No. 6,404, of December 15, 1976 ("Brazilian Corporation Law"), Law No. 6,385, of December 7, 1976 ("Law No. 6,385"), CVM Resolution 80, CVM Resolution No. 215, of October 29, 2024 ("CVM Resolution 215"), the Novo Mercado Rules, and the Company's bylaws, observing the terms and conditions of this Notice, described below ("Tender Offer").

1. PRELIMINARY INFORMATION

1.1. Information about the Notice. This Notice was prepared based on information provided by the Offeror with the aim of complying with the provisions of the Law No. 6,385, the Brazilian Corporation Law, CVM Resolution 80, CVM Resolution 215, the Novo Mercado Rules, the Company's bylaws, and other applicable laws, regulation and autoregulation rules for the execution of the Tender Offer, providing the holders of the Tender Offer Shares (as defined in item 2.2 below) with the necessary elements to make a reflected and independent decision regarding the acceptance of the Tender Offer.

1.2. History: On September 10, 2025, the Offeror signed a private agreement with Caixa de Previdência dos Funcionários do Banco do Brasil ("Previ") to acquire the 367,647,583 shares issued by the Company and held by Previ, corresponding to a stake of approximately 30.29% of the company, for a price of R\$ 32.50 per share. After all conditions precedent were satisfied, the transaction was effectively carried out and completed on October 31, 2025 ("Effectiveness Date").

1.2.1. As a result of the Transaction, the Iberdrola group became holder of approximately 83.8% of Neoenergia's share capital, and the shareholders' agreement between Iberdrola and Previ dated June 7, 2017 was terminated in its entirety ("Previ Acquisition").

1.2.2. On November 24, 2025, the Company released a Material Fact Notice to inform the market about the filing of the registration request of the Tender Offer by the Offeror with a price per Tender Offer Share based on Previ Acquisition, in accordance with the applicable laws and regulations ("Tender Offer Material Fact Notice").

1.2.3. On December 11, 2025, the Company declared interest on equity (JCP) on the amount of R\$ 100,000,000.00, corresponding to R\$ 0.0823860823 per common share and dividends on the total amount of R\$ 984,000,000.00, corresponding to R\$ 0.8106790501 per common share (together, the "Distribution to Shareholders"). Shareholders of record as of December 30, 2025, were entitled to receive the Distributions to Shareholders ("Cut-off Date"), and the shares started to trade ex-dividends on B3 as from January 2, 2026 ("Ex-Distribution Date").

1.3. Reasons for Unification of the Tender Offer. The Tender Offer will be unified as provided in paragraph 4 of article 70 of CVM Resolution 215 and approved by the CVM, considering that there are no disadvantages for the recipients of the Tender Offer, aligning with their interests, as it will occur at the same time and necessarily cover the same target audience, and non-unification would imply additional and unnecessary costs. The procedures and requirements of the offers now combined are compatible with each other and are being fully complied with, and the price intended to be offered meets and satisfies all applicable requirements for the two modalities.

1.4. Public Company Registration. The Company's registration as a category 'A' securities issuer was granted by the CVM on May 8, 1996, under number 01553-9.

1.5. Tender Offer Registration. The unified Tender Offer subject to this Notice, as structured, was approved and registered with the CVM, as provided in article 6, item III, of CVM Resolution 215, on March 11, 2026, under number CVM/SRE/OPA/UNI/2026/002. The modalities of the Tender Offer were unified upon prior and express authorization from CVM's Securities Registration Superintendence ("SRE"), on March 11, 2026, through the Technical Opinion No. 6/2026-CVM/SRE/GER-1.

1.6. Auction Authorization. B3 authorized the execution of the Auction (as defined in item 3.1 below) in its trading system on March 10, 2026.

1.7. Regulatory Legal Basis. The Tender Offer will observe, as applicable, article 4, paragraph 4 of the Brazilian Corporation Law, the general procedure provided in articles 5 to 32 and specific provisions provided in articles 22 and following and 45 and following contained in CVM Resolution 215, articles 9 to 13 and 52, II of CVM Resolution 80, chapter II, section II of the Novo Mercado Rules, the provisions of the Company's bylaws, and other applicable laws, regulation, and autoregulation rules. Therefore, the Tender Offer complies with the procedures applicable to public offers for the acquisition of shares for its modalities as provided in the applicable regulations.

1.8. Company's Board of Directors Opinion. Pursuant to article 21 of the Novo Mercado

Rules and in accordance with Rule 14e-2 under the U.S. Securities Exchange Act of 1934, as amended ("Exchange Act"), the Company's Board of Directors will prepare and make public, within (i) 15 days or (ii) 10 business days from the publication of this Notice, whichever occurs first, a reasoned prior opinion related to the acceptance of the Tender Offer.

1.9. LATIBEX. With respect to the Company's common shares admitted to trading on the Madrid Stock Exchange through the Latin American Securities Market (LATIBEX) platform under the ticker XNEO, the Company disclosed, on February 13, 2026, a material fact notice communicating the filing of the request for delisting those shares from that platform, pursuant to LATIBEX rules. According to a notice addressed to LATIBEX participating entities, issued by the Madrid Stock Exchange on February 20, 2026, the delisting process, which began on February 23, 2026, will be concluded by March 23, 2026 (*i.e.*, before the Auction Date). During this period, shareholders may (i) sell their shares through the normal course of LATIBEX trading, and an institution has been engaged to provide liquidity on the platform; or (ii) withdraw their shares from Iberclear's custody records by transferring them to a securities account opened with an entity participating in the B3 Central Depository (as defined below). This Offer does not include any procedure that would allow its acceptance and settlement in Spain for Company shares that remain registered with Iberclear. If, after the delisting from LATIBEX, any shares remain in custody at Iberclear, shareholders who so wish may transfer the custody of such shares to a brokerage firm in Brazil in order to participate in the Tender Offer under the terms of this Tender Offer Notice, whether through disposal in the Auction or during the Remaining Shares Acquisition Period (as defined below). For further information regarding registration with a Brazilian brokerage firm, see item 4.1 and the subsequent sections of this Tender Offer Notice. Shareholders, including those who hold shares with Iberclear, who have not tendered their shares in the Tender Offer may be subject to the Redemption of Shares, as described in item 8.1.1 of this Notice.

2. TENDER OFFER

2.1. Offeror's Rationale. The Offeror is making this Tender Offer aiming to acquire up to all of the Tender Offer Shares (as defined in item 2.2 below), to obtain the Registration Conversion and/or the Exit from the Novo Mercado, with the purpose of simplifying the Company's corporate and organizational structure, thus providing greater flexibility in the financial and operational management of its operations. The Offeror believes that the Tender Offer serves the Company's interests, considering the costs of maintaining the registration as a category 'A' public company with the CVM and the listing of its shares in the Novo Mercado segment of B3.

2.2. Tender Offer Shares. The Offeror is willing to acquire, through the Intermediary Institution, all the common shares issued by the Company that have been offered for sale in the context of the Tender Offer, except for the Shares held, directly or indirectly, by the Offeror and its controlling shareholder, that is, up to 196,768,136 shares, or 16.2% of the Company's total and voting share capital ("Tender Offer Shares").

2.2.1. Absence of Restrictions. To be acquired according to this Tender Offer, the Tender Offer Shares must be free and clear of any security interests, encumbrances, charges, usufructs, or any other form of restriction on free circulation or transfer that may prevent the full and

immediate exercise by the Offeror of the property, political, or any other rights arising from the ownership of the Tender Offer Shares.

2.3. Condition for Registration Conversion. The Registration Conversion and, consequently, the Exit from the Novo Mercado, will be carried out if the Shareholders holding more than 2/3 of the outstanding shares, that is, all common shares issued by the Company, excluding from this count the shares held by the Offeror, directly or indirectly, including any shares of persons related to the Offeror, the shares of the Company's Board of Directors, the Fiscal Council, and statutory officers of the Company Members ("Management") and the shares held by the Company itself and eventually held in treasury, duly qualified for the Offer, under the terms and conditions set forth in items 4.1 to 4.8 below, pursuant to paragraph 1 of Article 36 of CVM Resolution 215 and paragraph 1 of Article 43 of the Novo Mercado Regulation ("Eligible Shares"), (a) accept the Tender Offer, selling their respective Tender Offer Shares in the Auction, as provided in item 4.12.1 below, or (b) expressly agree with the Registration Conversion and, consequently, the Exit from the Novo Mercado, without selling their respective Tender Offer Shares in the Auction, as provided in item 4.12.2 below ("Quorum for Registration Conversion" and "Shareholders Agreeing with the Registration Conversion", respectively).

2.3.1. Pursuant to Article 33, paragraph 2, of CVM Resolution 215, if no shareholders are qualified to participate in the Auction, the Quorum for Registration Conversion shall be deemed satisfied.

2.4. Condition for Exit from the Novo Mercado. Regardless of the Registration Conversion, the Exit from the Novo Mercado will be carried out if the Shareholders holding at least 1/3 of the Eligible Shares, (a) accept the Tender Offer, selling their respective Tender Offer Shares in the Auction, as provided in item 4.13.1 below, or (b) expressly agree to the Registration Conversion and, consequently, with the Exit from the Novo Mercado, without selling their respective Tender Offer Shares, as provided in item 4.13.2 below ("Quorum for the Novo Mercado Exit").

2.4.1. If the Quorum for Registration Conversion is not met (as detailed in item 8 below), the Offeror will withdraw from the Tender Offer for Registration Conversion but will proceed with the Exit from the Novo Mercado Tender Offer, with the consequent migration to the basic listing segment of B3 shares, provided that the Quorum for the Novo Mercado Exit is met (as detailed in item 9 below).

2.4.2. If the Quorum for the Novo Mercado Exit is not met the Offeror will withdraw from the Tender Offer and will not acquire any Tender Offer Share.

3. TENDER OFFER CHARACTERISTICS

3.1. Validity of the Tender Offer. This Tender Offer will remain valid for 28 days, starting from the date of release of this Notice, that is, beginning on March 12, 2026 and ending on April 9, 2026, the date on which the Tender Offer auction will be held through the B3 Electronic Trading System ("Auction Date" and "Auction", respectively).

3.2. Price per Share. The price per Tender Offer Share will be R\$ 32.37, which corresponds to R\$ 32.50, updated by the adjusted weighted average interest rate of one-day financing

operations backed by federal government securities, conducted through the Special System for Settlement and Custody ("SELIC Rate"), from Effectiveness Date (*i.e.*, October 31, 2025) until the day immediately preceding the Ex-Distribution Date (*i.e.*, January 1, 2026), then deducted by the Distribution to Shareholders, and will be updated by the SELIC Rate from the Ex-Distribution Date (*i.e.*, January 2, 2026), inclusive, to the Settlement Date (*i.e.*, April 24, 2026), subject to the other terms and conditions provided in this Notice ("Price per Share").

3.3. Fair Price. As provided in paragraph 4 of Article 4 of the Brazilian Corporation Law and item II of paragraph 1 of Article 33 of CVM Resolution 215, the Price per Share meets the requirements for the Registration Conversion and the Exit from the Novo Mercado, as it equals the duly adjusted per-share price of R\$32.50 paid in the Previ Acquisition, *i.e.*, a transaction entered into less than twelve (12) months before the filing for registration of the Tender Offer: (i) between unrelated parties; (ii) involving 30.29% of the Company's capital stock; and (iii) not associated with any other agreement under which the parties to the transaction or their related persons have received or will receive any other financial consideration, as provided by item I of Article 21 of CVM Resolution 215.

3.4. Adjustments for Bonuses, Grouping, and Splits of Share Capital. In the event the Company's share capital is altered between the date of release of this Notice and the Auction Date, due to share bonuses, groupings, or splits, (i) the Price per Share and the number of Tender Offer Shares will be adjusted, as applicable, (ii) without prejudice to the adjustment of the Price Per Share by the SELIC Rate from the Effectiveness Date until the effective date of the grouping or splits of share capital and, in the case of bonuses, the date on which the shares become "ex" bonuses, the update of the SELIC Rate will always affect the discounted value of the Price per Share and will be widely disclosed to the market, including by a material fact of the Company.

3.5. Adjustments for Reduction of the Share Capital. In the event the Company's share capital is altered between the date of release of this Notice and the Auction Date, due to capital reductions without cancellation of shares, (i) the Price per Share will be reduced by the value per share to be effectively refunded to the shareholders, (ii) without prejudice to the adjustment of the Price Per Share by the SELIC Rate from the Effectiveness Date until the effective date of the discount, as of such date (*i.e.*, the date on which the shares become "ex" reduction of share capital), the update of the SELIC Rate will always affect the discounted value of the Price per Share and will be widely disclosed to the market, including by a material fact of the Company.

3.6. Adjustments for Dividends and Interest on Equity. If the Company declares any dividends or interest on equity at any time between the Effectiveness Date and Auction Date, (i) those who hold Tender Offer Shares on the base date indicated in such declaration will be entitled to the dividends or interest on equity, as the case may be, and such amounts will be deducted from the Price per Share, (ii) without prejudice to the adjustment of the Price Per Share by the SELIC Rate from the Effectiveness Date until the effective date of the discount, as of such date (*i.e.*, the date on which the shares become "ex" dividends and interest on equity), the update of the SELIC Rate will apply to the discounted value of the Price per Share, and will be widely disclosed to the market, including by a material fact of the Company.

3.7. Rounding. In the event that the Price per Share, after any of the adjustments provided for in items 3.4 to 3.6 of this Notice, results in values with more than two decimal places, the price should be rounded up, defining the said price with two decimal places.

3.8. Price Adjustments. In addition to disclosure to the market, including by means of a material fact of the Company, if there are adjustments to the Price per Share as provided for in items 3.4 and 3.6 above, the Offeror will inform, by written communication, the Electronic Trading Director of B3, of the Price per Share for the Auction, with two decimal places, at least three (3) business days in advance of the Auction Date, as well as disclose an amendment to this Notice, which shall be made available pursuant to item 14.5 below.

3.9. Notice to B3. The Offeror shall inform the B3 Electronic Trading Director, by means of a written notice, at least three (3) business days prior to the Auction Date, of the final acquisition price for the Auction (due to the SELIC Rate, as described in item 3.2 above), rounded to two decimal places updated until the Settlement Date, using the rate in force at the time of such written communication.

3.10. Negotiations by the Offeror during the Tender Offer Period. Pursuant to Article 32 of CVM Resolution 215, the offer price per share in the Tender Offer may not be lower than the highest price per share paid by the Offeror or related parties in transactions carried out during the Tender Offer period (*i.e.*, from November 24, 2025, upon the disclosure of the Tender Offer Material Fact Notice, until the Auction Date) ("Tender Offer Period"), as adjusted by the SELIC rate.

3.10.1. According to article 32, sole paragraph, of CVM Resolution 215, if the Offeror or any person linked to it acquires, between the date of release of this Notice and the Auction Date, Tender Offer Shares at a price higher than the Price per Share duly updated by the SELIC Rate, the Price per Share must be replaced by the new Price per Share within 24 hours, and this new Price per Share must be equal to or higher than that paid by the Offeror or the person linked to it during the period duly updated by the SELIC Rate. Such replacement will be considered a modification of the Tender Offer, and the procedures provided for in item 3.14 below must be observed.

3.10.2. In addition to item 3.10 above, under article 31 of CVM Resolution 215, the Offeror is prohibited from selling shares of the same type and class of the Tender Offer Shares held by the Offeror during the Tender Offer Period. The restriction does not apply to sales made to third parties during the Auction.

3.11. Form of Payment. The payment of the Price per Share as consideration for the acquisition of the Tender Offer Shares at the Auction will be made in cash, in national currency, according to the Operational Procedures of the B3 Chamber and the B3 Central Depository. For additional information on the settlement of the Tender Offer, see item 6.1 of this Notice.

3.12. Representation of the Offeror by the Intermediary Institution. The Intermediary Institution has committed to acquire at the Auction, acting directly or through its affiliates, on behalf and order of the Offeror, in the Tender Offer, the totality of the Tender Offer Shares that have been offered for sale in the context of the Tender Offer, guaranteeing the financial

settlement of the Tender Offer and the payment of the Price per Share, including the Subsequent Acquisitions (as provided in item 7 below), regardless of the fulfillment of any condition or obligation assumed by the Offeror with the Intermediary Institution.

3.12.1. Subject to the applicable regulations, the Intermediary Institution undertakes to intermediate the Offering in all its phases, acknowledged and agreed with the provisions of Article 12 of CVM Resolution 215 and other applicable rules.

3.13. Conditions for the Tender Offer. Notwithstanding item 3.14 below, the execution and completion of the Registration Conversion and Exit from the Novo Mercado is conditioned on the non-occurrence until 6:00 PM (Brasília time) on the business day immediately preceding the Auction Date ("Deadline Date"), of any of the events listed below ("Negative Conditions"), and the Offeror has not waived the Negative Condition in question, under the terms of item 3.13.1 below:

- (i) declaration of banking moratorium or issuance, alteration, or revocation of any law, decree-law, provisional measure, resolution, and/or regulation applicable to financial institutions that prevents or prohibits (a) the execution of payments in relation to banks in Brazil or the execution of payments within the terms and deadlines included in this Tender Offer Notice or (b) the conduction of the Tender Offer, and, as a consequence, render impossible either the Offeror's and the Intermediary Institutions' carrying-out of the Tender Offer or the Intermediary Institutions' obligation to purchase or settle shares under the Tender Offer;
- (ii) war or armed conflicts, which imply a Material Adverse Effect on the Offeror or the Company. For the purposes of this Notice, a "Material Adverse Effect" is considered (a) the suspension or discontinuity for a period longer than two (2) days of the main operational activity(ies) of the Company, that is, power generation, transmission, distribution, and energy trading across Brazil, (b) the downgrade of any of the Offeror's or the Company's corporate ratings in more than one level, or (c) the occurrence of a negative variation of 10%, or more, in the accumulated market value of the Company's shares in B3, as verified in the trading session occurred on March 11, 2026 (i.e., the business day immediately prior to the date of release of this Notice);
- (iii) increase in the total cost of the Tender Offer for the Offeror by 1% or more, as verified on the Deadline-Date, due to (a) the creation of new taxes, (b) the increase in the tax rate directly affecting the Tender Offer or the Offeror, or (c) any other change, revocation, issuance of tax legislation or change in its interpretation, through a summary or judicial or administrative decision rendered on a preliminary or final basis;
- (iv) occurrence of changes in the rules applicable to the capital market or the securities market in Brazil that prevents or prohibits the execution of the Tender Offer under the terms provided herein;

- (v) revocation of any governmental authorization, or of any other nature, necessary for the implementation of the Tender Offer or the issuance, by any federal, state, or local governmental authority in Brazil (including, but not limited to, the Executive, Legislative, and Judicial branches), of any decree, order, or judgment that (a) implies a Material Adverse Effect on the Offeror and, consequently, on its ability to carry out the Tender Offer or (b) imposes on the Offeror the obligation to buy or sell shares issued by the Company;
- (vi) request for bankruptcy, judicial or extrajudicial recovery, liquidation or dissolution of the Company; declaration of bankruptcy of the Company, interdiction or suspension, prohibition or impediment by governmental authority to operate or develop all of the Company's activities;
- (vii) occurrence of the proposal or initiation of any judicial and/or arbitral proceedings or actions, as well as any judicial, arbitral and/or administrative decisions, issued on a preliminary or final basis, which require or determine the suspension, except in the event of a determination by CVM itself, or cancellation of the Tender Offer;
- (viii) occurrence of a variation in the SELIC rate, so that it becomes higher than fifteen percent (15%);
- (ix) if, in the circumstance set forth in Article 20, item II, of CVM Resolution 215, the preparation of an appraisal report is required, and such report values the shares at an amount per share greater than the Price per Share;
- (x) occurrence of a variation, positive or negative, of 15% or more in the Bovespa index, or "IBOVESPA", of B3, verified on the business day immediately preceding the Auction Date, compared to the value verified on March 11, 2026 (i.e., the business day immediately prior to the date of release of this Notice), at the close of the trading session;
- (xi) occurrence of an appreciation of 20% or more in the value of the Real in relation to the Dollar, verified on the business day immediately preceding the Auction Date, compared to the value verified on March 11, 2026 (i.e., the business day immediately prior to the date of release of this Notice), at the close of trading;
- (xii) occurrence of any (a) increase in the tax burden imposed on the Company's activity and revenues that reduces the Company's net profit (after taxes) by 2.5% or more; (b) change in legislation and/or sub-legal rules that prevent the deductibility of interest on equity; (c) creation or incidence of taxes on the distribution of dividends; and/or (d) increase in taxes on the remittance of dividends to foreign investors; and
- (xiii) issuance, by any federal, state, or local governmental authority in Brazil (including, but not limited to, the Executive, Legislative, and Judicial branches), of any decree, order, judgment, or act that results in a Material Adverse Effect.

3.13.1. The Offeror and the Intermediary Institution will daily verify the occurrence of the Negative Conditions during the period between the release date of this Notice and the Deadline Date, except as otherwise described in item 3.13 above.

3.13.2. Consequences of the Occurrence of Any of the Conditions. If, at any time between the availability date of this Notice and the Deadline Date, the occurrence of any of the Negative Conditions is verified, the Offeror must send, on the same date of the verification of the occurrence, a notification to the Electronic Trading Director of B3 and the Investor Relations Director of the Company, informing about the verification of a certain Negative Condition, subject to item 3.14.1 below. In this case, the Offeror will have the right, at its sole discretion to:

- (i) waive any of the Negative Conditions, in which case the course of the Tender Offer will be kept without any changes to the originally provided terms, noting that, under the terms of article 9, item I, of CVM Resolution 215, the waiver of the respective Negative Condition will be considered a modification of the Tender Offer and will require the release of an addendum to the Notice, highlighting the changes made and indicating the new date for the Auction, as applicable, subject to item 3.14 below; or
- (ii) revoke Tender Offer, which will immediately cease to have any effect.

3.14. Modification or Withdrawal of the Tender Offer. As provided in item VIII, article 6 of CVM Resolution 215, the Tender Offer is immutable and irrevocable from the date of release of this Notice, except under the terms of article 9 of CVM Resolution 215, as follows:

- (i) regardless of prior and express authorization from the CVM, if such modification results in (a) the improvement of the Tender Offer for the benefit of the Shareholders, or (b) the waiver of at least one of the Negative Conditions, as per item 3.13.1 above; or
- (ii) upon prior and express authorization from the CVM, if, in the judgment of the CVM, there has been a substantial, subsequent and unpredictable change in the circumstances actually existing when the Tender Offer was launched, resulting in a relevant increase in the risks assumed by the Offeror, inherent to the Tender Offer itself, and if the Offeror proves that the legal acts and transactions that determined the execution of the Tender Offer will have no effect if the revocation is granted.

3.14.1. The Notice of Material Fact. If the Offeror chooses to modify the Tender Offer, the Company will (i) immediately disclose, after being notified by the Offeror, a notice of material fact, through which it will clarify the modifications (authorized or not by the CVM, as applicable) and, if applicable, the remaining term of the Notice and the new date for holding the Auction, with such new date observing the provisions of items 3.14.2 and 3.14.2.1; and (ii) disclose an amendment to the Notice, highlighting the modifications made and indicating the new date for holding the Auction under the terms of CVM Resolution 215, if it is the case.

3.14.1.1. The Offeror shall ask the Company to publish a notice of material fact dealing informing the market and the shareholders about the occurrence of the Negative Condition(s)

and the Offeror's choice regarding one of the two alternatives established in item 3.13.1 above. The notice of material fact must be disclosed by the Company immediately after the occurrence of the Negative Condition, and at a time, at the latest, prior to the pre-opening of the auction on the Auction Date.

3.14.1.2. In the event of revocation or ineffectiveness of the Tender Offer, the Offeror must send, on the same date that it becomes aware of such condition, notification to B3's Electronic Trading Director and the Company's Investor Relations Director who, in turn, will immediately disclose a notice of material fact to the market communicating the occurrence of the condition of revocation or ineffectiveness of the Tender Offer and, if it is the case, the remaining term of the Notice and the new Auction date.

3.14.2. Potential Alteration of the Auction Date. The new date for holding the Auction, when applicable, must observe the following deadlines: (i) (a) if the modification of the Tender Offer consists in a waiver of one of the Negative Conditions, the Auction will be held at least five (5) business days from the release of the amendment; and (b) if the modification of the Tender Offer consists in an increase in the Price per Share or any other modification, the Auction will be held at least ten (10) business days from the release of the amendment, observing the provisions of item 3.14.2.1; in any case (ii) within a maximum period of 30 days from the release of the amendment or 45 days from the release of the Notice, whichever occurs last.

3.14.2.1. The Auction Date will be maintained (i) if the release of the amendment to the notice resulting from the modification of the Tender Offer by waiving a Negative Condition(s) is made at least five (5) business days before the Auction Date; or (ii) if the release of the amendment to the notice resulting from the modification of the Tender Offer by increasing the Price per Share or making any other modification is made at least ten (10) business days before the Auction Date.

4. TENDER OFFER PROCEDURES

4.1. Qualification for the Auction. In order to participate in the Auction, Shareholders must qualify for the Auction by registering with any brokerage firm authorized to operate in the B3 Electronic Trading System of their choice ("Broker") to represent them in the Auction. Such qualification must be conducted from the release of this Notice and completed by 6:00 PM (Brasília time) on the business day prior to the Auction Date, namely April 8, 2026 ("Qualification Period"). In order to proceed with their qualification for the Auction, Shareholders must observe the procedures required by their respective Brokers, which may impact the deadlines for completing their registration, as well as the Regulations and Operational Procedures Manual of the B3 Chamber and the Regulations and Operational Procedures Manual of the B3 Central Depository, in addition to the requirements provided in this Notice.

4.1.1. Prior Procedures. The Shareholder who wishes to qualify for the Auction by registering with a Broker must have an account open with such Broker. If the Shareholder does not have an account open with a Broker, they must arrange for its opening in sufficient time to meet the provisions of item 4.1, observing the specific procedures of each Broker, under the risk of not participating in the Tender Offer.

4.1.2. Holders of Tender Offer Shares who wish to agree with the Registration Conversion, and, consequently, with the Exit from the Novo Mercado, but do not wish to sell their Tender Offer Shares, and holders of Tender Offer Shares who wish to disagree with the Registration Conversion and, consequently, with the Exit from the Novo Mercado must also qualify for the Auction, according to the procedures provided in this item, in order to be considered for the respective Quorum for Registration Conversion and Quorum for the Novo Mercado Exit.

4.2. Documents Required for Qualification. To qualify for the Auction, in addition to the account previously opened with a Broker (or that will be opened by the Auction), the Shareholder must consult the Broker about the necessary documents for qualification in the Tender Offer. Nevertheless, it is recommended that the Shareholder present themselves, personally or through a duly constituted attorney, to the Broker of their choice, with their respective updated registration or with authenticated copies of the documents indicated below, as applicable, noting that, for registration purposes, additional information or documents may be requested at the discretion of the respective Broker.

- I. Individual. Authenticated copy of the Individual Taxpayer Registry of the Ministry of Finance ("CPF/MF"), Identity Card, and proof of residence. Representatives of minors, interdicted persons, and Shareholders represented by an attorney must present documentation granting representation powers and authenticated copies of the CPF/MF and Identity Card of the representatives. Representatives of minors and interdicted persons must also present the respective judicial authorization;
- II. Legal Entity. Authenticated copy of the latest consolidated bylaws or articles of incorporation, as applicable, CNPJ/MF registration card, corporate documentation granting representation powers, and authenticated copies of the CPF/MF, Identity Card, and proof of residence of their representatives. Investors residing abroad may be required to present other representation documents;
- III. Capital Markets Investors. The Shareholder who has invested in the Tender Offer Shares through organized markets (e.g. through trading on B3) under Resolution No. 4,373, of September 29, 2014, currently revoked by Joint Resolution No. 13 of December 3, 2024 ("Capital Markets Investor"), must provide the respective Broker they are accredited with, before the Auction Date, in addition to the documents described above, a document certifying their registration number with the CVM and documentation proving the establishment of a representative in Brazil, as well as their custody statement certifying the number of Tender Offer Shares they hold, and, if applicable, the number of Tender Offer Shares they hold and will sell in the Auction. If the Capital Markets Investor is a foreign individual, they must present an authenticated copy of their CPF/MF registration number. In general, foreign individuals are exempt from having a representative in Brazil and from registering with the CVM. It is the responsibility of the Capital Markets Investor to consult legal advisors, representatives, or custodians regarding all tax aspects involved in their participation in the Auction (prior to qualification or acceptance of the Tender Offer);
- IV. FDI Investors. The shareholder who has invested in the Tender Offer Shares through private transactions by means of the foreign direct investment ("FDI") mechanism

established by Brazilian's Central Bank Resolution No. 278, of December 31, 2022 ("FDI Investor"), must provide the Brokers they are accredited with, before the Auction Date, in addition to the documents described above, (a) a statement containing the number of Tender Offer Shares they hold and will qualify to participate in the Auction; and (b) the Central Bank of Brazil's System for Provision of Foreign Capital Information - Foreign Direct Investment ("SCE-IED") number and proof of investment in the Company through the SCE-IED extract. FDI Investor may be required to present documents proving the representation powers of their legal representatives and acknowledges that payment will be made in Brazilian reais to an account opened with their respective Broker, according to the Regulations and Operational Procedures Manual of the B3 Chamber and the Regulations and Operational Procedures Manual of the B3 Central Depository, in addition to the requirements provided in this Notice; and

- V. Universality of Assets (such as estates and investment funds). Address of the representative, contact phone number, email, and authenticated copy of the documentation proving the powers for the respective representative to act for the purposes of the Tender Offer.

4.2.1. The Offeror, through this Notice, informs the Shareholders who intend to qualify to participate in the Auction that the procedure related to the verification of documents and transfer of the Tender Offer Shares described above is subject to internal rules and procedures of the respective Brokers, custodians, Capital Markets Investors representatives, and B3. Shareholders who wish to qualify to participate in the Auction should take all necessary measures in a timely manner to qualify for the Auction, with the Offeror, the Intermediary Institution, or any of its affiliates not being responsible for any problem or issue arising from the verification of such documents and the transfer of shares that does not allow or prevents the shareholder's qualification to participate in the Auction.

4.2.2. As provided in paragraph 3 of article 25 of CVM Resolution 215, the Brokers must documentarily prove, within 24 hours from the end of the Auction, to B3 and the Intermediary Institution, the legitimacy of the representation of the Eligible Shareholders who have qualified, as per this item 4.

4.2.3. In accordance with paragraph 4 of article 25 of CVM Resolution 215, the Brokers must ensure that the Eligible Shareholders they have accredited are legitimately represented and possess, on the Auction Date, the respective Tender Offer Shares duly qualified to participate in the Auction.

4.3. Tender Offer Shares held in custody at the Custodian Agent. Shareholders, including those whose shares are registered with the institution providing the share registration services of the Company (book-entry environment), who wish to qualify to participate in the Auction must take all necessary measures so that, on the Auction Date, they are qualified for the Auction by accrediting one of the Brokers, as per item 4.2, in order to enable the transfer of their shares to the B3 Central Depository ("B3 Central Depository").

4.4. Fixed term agreements of Tender Offer Shares. Investors with duly covered term buying

positions who wish to qualify for the Tender Offer must adopt one of the following procedures:

- I. request the Special Difference Settlement (LPDE) of the agreements three business days before the deadline for the transfer of the shares to portfolio 7105-6; or
- II. request the Early Settlement (LA) of the agreements two business days before the deadline for the transfer of the shares to portfolio 7105-6.

4.4.1. Only the holders of the agreements that are covered with the respective subject shares may request the settlements.

4.5. Loans/Rental of Tender Offer Shares. Shareholders with lending positions in loan/rental agreements of assets who wish to qualify to participate in the Auction of this Tender Offer must observe the following procedures:

- I. Loan Agreements of Tender Offer Shares with early settlement clauses: the Shareholder must request the settlement via the RTC system, observing the deadline for the return of the Tender Offer Shares by the borrower, which is: by 5:00 PM (Brasília time) on the second business day (D+2) from the request date, for requests made by 9:30 AM; or by 5:00 PM (Brasília time) on the third business day (D+3) from the request date, for requests made after 9:30 AM (Brasília time).
- II. Loan Agreements of Tender Offer Shares without early settlement clauses: the Shareholder must request the agreement amendment via the RTC system, so that the "Reversible Lender" field is changed from "NO" to "YES". The amendment for the early settlement of the loan/rental agreement is subject to the borrower's acceptance. In case of agreement amendment, the same procedure established for agreements with early settlement clauses must be followed (see item I above).

4.5.1. In these cases, the Shareholder must receive the Tender Offer Shares in their custody account in time to transfer them to the respective portfolios as listed in item 4.11.1 below and provide all other requirements established in this Notice to complete the registration as a Eligible Shareholder (as defined in item 4.8 below). In case of the borrower's failure to return the Tender Offer Shares within the established deadline, the usual B3 procedures for handling failures in the loan/rental of assets will be adopted.

4.6. Observance of Deadlines. It will be the responsibility of each Shareholder to take the appropriate measures to ensure that: (i) the deposit of the Tender Offer Shares in the B3 Central Depository is made in a timely manner to allow their respective qualification in the Auction, following the procedures of the Brokers; and (ii) the transfer of their Tender Offer Shares from the custodian's custody to the custody of the B3 Central Depository occurs and is completed by 12:00 PM (Brasília time) on the Auction Date. Shareholders must meet all the requirements for trading shares as set forth in the B3 Trading Regulations.

4.7. Shareholders who do not present the Requested Documents for Qualification. The Shareholder who does not timely deliver all the documents requested by the Brokers for qualification in the Auction or does not act in a timely manner for the deposit of the Tender Offer Shares in the B3 Central Depository, as provided in this Notice, will not be qualified to

participate in the Auction and, moreover, their shares will not be considered as Eligible Shares (“Non-Eligible Shareholders”). The Offeror, the Company, the Intermediary Institution, and B3 will not be responsible for any losses, demands, damages, or obligations arising from the Shareholder's failure to meet the qualification requirements established in this Notice and, consequently, their exclusion from the Tender Offer. Under no circumstances will B3 be responsible for verifying the documentation to be provided by the Shareholder for qualification in the Auction.

4.8. Qualified Shareholder. Shareholders who comply with the qualification procedures set forth in items 4.1 to 4.5 will be considered for the purposes of the Tender Offer as “Eligible Shareholders” and, consequently, the Tender Offer Shares they hold will be considered as Eligible Shares.

4.9. Authorization and Representation. The qualification by the shareholders who intend to accept the Tender Offer for the Auction, and the transfer of assets to the B3 Central Depository, will be considered as (i) a representation of knowledge and agreement, for all legal purposes and effects, to all terms of the Price per Share, and that shareholders are aware of and bound by all its terms and conditions; and (ii) shareholder authorization for the Broker and B3 to send the Bookkeeper information about their identity, the custody agent and the bank address, when available, according to the registration maintained with B3 and the number of Tender Offer Shares sold at the Auction. B3 must forward the information to the Bookkeeper within 10 (ten) business days after the Settlement Date.

4.10. Acceptance and Withdrawal of the Tender Offer. The acceptance of the Tender Offer will be conducted by the respective Brokers, on behalf of each Eligible Shareholder who wishes to accept the Tender Offer and agrees to transfer the ownership of their Tender Offer Shares, by registering a sale offer in the Auction. By accepting the Tender Offer, each Eligible Shareholder agrees to dispose of and effectively transfer the ownership of their qualified Tender Offer Shares to the Auction, in accordance with the terms and conditions set forth in this Notice, including all inherent rights, free and clear of any encumbrances or liens, judicial or extrajudicial, including preemptive or priority rights to acquire the Tender Offer Shares by any third parties, against the payment of the Price per Share, in accordance with B3 procedures.

4.10.1. Eligible Shareholders may submit sale offers through more than one Broker, observing the respective qualification procedures.

4.10.2. The Eligible Shareholder who wishes to withdraw from the Tender Offer must contact their Broker before the start time of the Auction, so that the Broker has sufficient time to cancel or reduce one or all of the offers registered for the Auction in their name, as provided in item 5.4 below.

4.11. Representations of Eligible Shareholders. The Eligible Shareholders, according to the terms and conditions described in this Notice, represent and guarantee to the Offeror that:

- (a) they are the owners of the respective Tender Offer Shares;
- (b) they are capable and able, under the laws of their jurisdictions of residence, to participate in this Tender Offer and transfer the respective Tender Offer Shares

in accordance with the terms and conditions established herein; and

- (c) the respective Tender Offer Shares to be sold in the Tender Offer, including all rights attached to them, are free and clear of any encumbrances, guarantees, usufruct, preferences, priorities, liens of any nature, or restrictions that prevent or interfere with the exercise, by the Offeror, of the property, political, or any other rights arising from the ownership of the respective Tender Offer Shares or, furthermore, in full compliance with the rules for trading shares set forth in the CVM and B3 regulations.

4.11.1. Procedure for transferring the Shares to the specific portfolio: By 12:00 PM on the Auction Date, the Brokers representing the Eligible Shareholders must register the sale offers in the B3 electronic trading system and transfer the Tender Offer Shares as follows:

- I. Portfolio 7105-6, for cases of Shareholders holding outstanding shares, that is, all common shares issued by the Company, excluding from this count the shares held by the Offeror, directly or indirectly, including any shares of persons related to the Offeror, the shares of the Company's Board of Directors, the Fiscal Council, and statutory officers of the Company Members and the shares held by the Company itself and eventually held in treasury ("Outstanding Shares"); and
- II. Portfolio 7104-8, for cases of Shareholders who are not holders of Outstanding Shares.

4.11.1.1. The Tender Offer Shares held in portfolio 7104-8 will not, in any way, be counted for the purposes of the Quorum for Registration Conversion and the Quorum for the Novo Mercado Exit.

4.11.2. It will be the sole responsibility of the Eligible Shareholder to take the necessary measures to ensure that their custodian agent at the B3 Central Depository authorizes the transfer of the Tender Offer Shares for the purpose of settling the Tender Offer. The custodian agent's failure to authorize the transfer of the Tender Offer Shares during the settlement process will result in its non-settlement. If there is a failure in the settlement process due to the lack of authorization to the custodian agent for the transfer of the Tender Offer Shares for the timely settlement of the operation, any costs or burdens arising from this failure will be the sole responsibility of the respective Eligible Shareholder.

4.12. Expression on the Registration Conversion. Shareholders may express their agreement or disagreement with the Registration Conversion, as provided in items 4.12.1, 4.12.2 and 4.12.3 below.

4.12.1. Shareholders Agreeing with the Registration Conversion who sell their Tender Offer Shares. Eligible Shareholders who effectively sell their Shares will automatically be expressing their agreement with the Registration Conversion and, consequently, with the Exit from the Novo Mercado, without the need for any additional procedure.

4.12.2. Shareholders Agreeing with the Registration Conversion who do not wish to sell their

Tender Offer Shares. Eligible Shareholders who agree with the Registration Conversion and, consequently, with the Exit from the Novo Mercado, but do not wish to sell their Shares, must expressly indicate their agreement with the Registration Conversion. To do so, such Shareholders must fill out two copies of the specific form agreeing with the Registration Conversion, as included in Annex I to this Notice ("Representation Form"), declaring that they are aware that: (i) their Shares will be unavailable for sale until the Settlement Date; and (ii) after the Registration Conversion, it will not be possible to sell their Shares on B3. The Representation Form must be delivered to the respective Broker by 12:00 PM (Brasília time) on the business day preceding the Auction Date, which, in turn, must deliver it to the B3 Electronic Trading Director by 12:00 PM (Brasília time) on the Auction Date. All information contained in the Representation Form will be the sole responsibility of the signing shareholder.

4.12.3. Shareholders Disagreeing with the Registration Conversion. Eligible Shareholders who transfer their shares to the specific portfolio (*i.e.*, custody account 7105-6), as per this Notice, and do not sell their Shares in the Auction, as well as not expressed their agreement with the Registration Conversion, will be considered as disagreeing with the Registration Conversion, without the need for any additional procedure. Eligible Shareholders who transfer their Tender Offer Shares (*i.e.*, outstanding shares, pursuant to article 2, II of CVM Resolution 215) to portfolio 7105-6 and register sale offers at a price higher than the final price of the Auction will also be considered as disagreeing with the Registration Conversion.

4.13. Expression on the Exit from the Novo Mercado. Shareholders may express their agreement or disagreement with the Exit from the Novo Mercado, as provided in items 4.13.1, 4.13.2 and 4.13.3 below.

4.13.1. Shareholders Agreeing with the Exit from the Novo Mercado who sell their Tender Offer Shares. Eligible Shareholders who effectively sell their Shares will automatically be expressing their agreement with the Exit from the Novo Mercado, without the need for any additional procedure.

4.13.2. Shareholders Agreeing with the Exit from the Novo Mercado and Disagreeing with the Registration Conversion who do not wish to sell their Tender Offer Shares. Eligible Shareholders who agree with the Exit from the Novo Mercado, even if they are against the Registration Conversion, but who do not wish to sell their Shares, must expressly indicate their agreement with the Exit from the Novo Mercado. To do so, such Shareholders must fill out two copies of the Representation Form agreeing with the Exit from the Novo Mercado, declaring that they are aware that: (i) their Shares will be unavailable for sale until the Settlement Date; and (ii) after the Exit from the Novo Mercado, the Company, (a) if the Registration Conversion has been successful, will no longer have common shares of its issuance traded on B3; or (b) if the Registration Conversion has not been successful, will have common shares of its issuance traded on the basic segment of B3, and will cease, from the business day following the Auction, to be subject to the rules of the Novo Mercado Rules, except for the provisions of articles 82 and 83 of the Novo Mercado Rules. The Representation Form must be delivered to the respective Broker by 12:00 PM (Brasília time) on the business day preceding the Auction Date, which, in turn, must deliver it to the B3 Electronic Trading Director by 12:00 PM (Brasília time) on the Auction Date. All information contained in the Representation Form will be the sole responsibility of the signing shareholder.

4.13.3. Shareholders Disagreeing with the Exit from the Novo Mercado. Shareholders who transfer their shares to the specific portfolio (i.e., custody account 7105-6), as per this Notice, and do not sell their Shares in the Auction, as well as not expressed their agreement with the Exit from the Novo Mercado, will be considered as disagreeing with the Exit from the Novo Mercado, without the need for any additional procedure. Eligible Shareholders who transfer their Tender Offer Shares (i.e., outstanding shares, pursuant to article 2, II of CVM Resolution 215) to portfolio 7105-6 and register sale offers at a price higher than the final price of the Auction will also be considered as disagreeing with the Exit from the Novo Mercado.

5. AUCTION PROCEDURE

5.1. Auction. The Auction will be held at B3 on the Auction Date (April 9, 2026), at 3:00 PM (Brasília time), through the B3 Electronic Trading System. The Auction will follow the rules established by B3, and Eligible Shareholders who wish to accept the Tender Offer and sell their Tender Offer Shares in the Auction must meet the requirements for trading shares on B3.

5.1.1. The Auction can be followed through B3's data dissemination mechanisms (market-data), under the code NEOE3L.

5.2. Change in Price per Share. Procedures will be adopted in the Auction to ensure the right of the Offeror to increase the Price per Share, extending the new price to all Eligible Shareholders who accepted previous bids, as per article 25, paragraph 6, item I of CVM Resolution 215. The Intermediary Institution, acting directly or through its affiliated, commits to guaranteeing the financial settlement of the Tender Offer at the new Tender Offer price stipulated by the Offeror.

5.3. Broker Acceptance Procedure. By 12:00 PM (Brasília time) on the Auction Date, Brokers must register in the B3 Electronic Trading System, under the code NEOE3L, the sale offers containing the quantity of Tender Offer Shares owned by the Eligible Shareholders they will represent in the Auction. The sale offers must also include the portfolio code, the custodian agent, and the custody account of the Eligible Shareholder's shares. The accounts provided by the executors must necessarily be final and active accounts. In the absence of any of the above information, the Tender Offer will be canceled by B3 before the start of the Auction.

5.4. Modification, Cancellation, and Confirmation of the Tender Offer. Until 12:00 PM (Brasília time) on the Auction Date, the Brokers representing the Eligible Shareholders may register, modify, or cancel the offers registered through B3's Electronic Trading System. From 12:00 PM (Brasília time) on the Auction Date until the start of the Auction at 3:00 PM (Brasília time), it will only be allowed to cancel, reduce the quantity, or change the price of the sale offers. From the start of the Auction, the sale offers will be considered, for all purposes, irrevocable and irreversible, with only the Eligible Shareholders being allowed to reduce the price.

5.4.1. Responsibility of the Brokers. It is the responsibility of the Brokers to register sale offers that have the corresponding Tender Offer Shares deposited in the portfolio mentioned in item 4.11.1 above. Sale offers will be accepted until 12:00 PM (Brasília time) on the Auction Date. If the Tender Offer Shares are not deposited in the portfolio mentioned in item 4.11.1 above, the

sale offers will be canceled by B3 before the start of the Auction.

5.4.2. The 12:00 PM deadline for registering, modifying, canceling, and confirming the offer may be extended if required, due to operational adjustments in B3's systems.

5.5. Interference and Competing Tender Offer. Interference in the Auction by third-party buyers interested in acquiring all the Tender Offer Shares will be allowed, under the terms of article 25, paragraph 6, item II of CVM Resolution 215, or a competing offer, to be made under the terms of articles 56 and following of CVM Resolution 215 ("Competing Tender Offer"), provided that (i) the party interested in interfering in the Auction, or the bidder of the Competing Tender Offer, presents, when disclosing their intention or the notice, as the case may be, in order to ensure the integrity of the operation, proof of compliance with the provisions of article 11 of CVM Resolution 215; (ii) the value of the first interference or the Competing Tender Offer is at least 5% higher than the price paid for each Tender Offer Share and provided that the party interested in interfering discloses their intention, or the bidder of the Competing Tender Offer discloses a notice, to the market ten days prior to the Auction Date, under the terms of articles 57 and 58 of CVM Resolution 215; and (iii) any Competing Tender Offer is launched by disclosing a notice in the form provided in article 23 of CVM Resolution 215, as well as sending the notice to the Company's Investor Relations Department for immediate disclosure to the market through the Empresas.Net System, in addition to making it available on the Company's addresses (including website), the Intermediary Institution, the Offeror, the CVM, and B3, in compliance with the provisions of article 23, caput and paragraph 2, of CVM Resolution 215. The party interested in interfering must also observe the rules applicable to buyer interferences and the Competing Tender Offer, as provided in CVM Resolution 215. Once the Competing Tender Offer is announced, the Offeror and/or the interested third-party buyer may increase the price of their respective offers by any amount and as many times as they deem convenient, as provided in articles 9 and 58, sole paragraph of CVM Resolution 215.

5.5.1. CVM's Action in Case of Competing Tender Offer. If a notice is disclosed in the form provided in article 23 of CVM Resolution 215, as well as sending the notice to its Investor Relations Department for immediate disclosure to the market through the Empresas.Net System, in addition to making it available on the Company's addresses (including website), the Intermediary Institution, the Offeror, the CVM, and B3, in compliance with the provisions of article 23, caput and paragraph 1, of CVM Resolution 215, or a request for registration of a competing public tender offer, the CVM may (1) postpone the Auction Date, (2) establish a maximum period for the submission of final proposals from all bidders, or (3) determine the holding of a joint auction, setting the date, time, and rules for its completion, under the terms of article 60 of CVM Resolution 215.

6. SETTLEMENT

6.1. Settlement of the Tender Offer. The financial settlement of the Tender Offer will be carried out in cash, in national currency, on the 10th (tenth) business day after the Auction Date, that is, on April 24, 2026 ("Settlement Date") as defined in the Regulations and the Operational Procedures Manual of the B3 Chamber in the gross settlement modality, in which the B3 Chamber will not act as the central counterparty guaranteeing the Auction and will act only as

a facilitator of the settlement. Furthermore, in the event of the exercise of the hypothesis referred to in paragraph 1 of article 29 of CVM Resolution 215, the financial settlement of the shares issued by the Company acquired by the Offeror will be carried out in the manner and within the deadlines provided for in item 7.1 of this Notice ("Subsequent Acquisitions"), with the B3 Chamber not being responsible for the settlement of the Subsequent Acquisitions.

6.1.1. Justification for the Settlement Date. As of this date, the Company has a broad shareholder base composed of foreign investors, which may result in the submission of a relatively high volume of information regarding the respective Acquisition Cost (as defined below) for purposes of calculating the WHT (as defined below), as described in item 6.5 below. Since the tax must be paid on the same day as the Settlement Date, the Offeror understands that a longer period of 10 business days between the Auction and the Settlement Date is necessary to ensure that all information is duly processed so that the applicable tax may be properly calculated during the settlement process. In addition, because the Offeror is a foreign entity, certain measures must be taken to ensure that the necessary funds, once the Auction results have been determined, are transferred and timely deposited into the settlement account held with the Intermediary Institution in Brazil. Such measures involve third-party financial institutions and are not fully under the Offeror's control, which justifies the operational timeframe for the settlement of the Tender Offer established in this Tender Offer Notice.

6.1.2. Authorization for Direction. According to the Operational Procedures Manual of the B3 Chamber, in situations where the custodian agent indicated in the offer is different from the full trading participant who represented the client in the auction, B3 considers the transfer of the balance to the offer blocking portfolio as the authorization of the custodian agent for the settlement of the operation.

6.2. Settlement. The financial settlement of the Tender Offer will be carried out on the Settlement Date, through the payment to the Shareholders of the Price per Share, as consideration for the transfer of the Tender Offer Shares to the Offeror, provided, however, that in any case all Tender Offer Shares sold within the scope of the Tender Offer (including the shares transferred to a specific portfolio, under the terms of this Notice, and dissenting from the Tender Offer) will be blocked in the B3 Central Depository until the settlement is completed.

6.3. Financial Settlement Guarantee. Under the terms of article 11, of CVM Resolution 215, and in accordance with the intermediation agreement entered into on February 27, 2026, between the Intermediary Institution and the Offeror ("Intermediation Agreement"), the Intermediary Institution must guarantee the financial settlement of the Tender Offer, including any Subsequent Acquisitions, regardless of the fulfillment of any condition or obligation assumed by the Offeror with the Intermediary Institution ("Financial Settlement Guarantee").

6.3.1. The Financial Settlement Guarantee does not extend to the payment of the redemption price that will be due to the Company's shareholders, if the general meeting of the Company's shareholders eventually decides, after the Settlement Date, on the redemption of all outstanding shares issued by the Company, as provided for in article 4, paragraph 5, of the Brazilian Corporation Law.

6.4. Costs, Brokerage Commissions, and Fees. All costs, brokerage commissions, taxes, and fees related to the sale of the Tender Offer Shares will be borne by the respective Shareholders, and those related to the purchase of the Tender Offer Shares will be borne by the Offeror. The expenses for conducting the Auction, such as brokerage, fees, and charges instituted by B3, will follow the tables in force at the time of the Auction and will be fully borne by the Offeror.

6.5. Tax Impacts related to the Tender Offer. The Offeror, together with the Intermediary Institution, warns that all Shareholders should carefully consider the tax impacts related to any public offer procedure conducted in Brazil, including but not limited to rules issued by Brazilian tax authorities. It is essential that Shareholders who wish to sell their Tender Offer Shares contact their respective tax advisors for a full understanding of the matter, noting that the Offeror and the Intermediary Institution are not responsible for any legal or tax impacts arising therefrom that negatively affect the Shareholders, notwithstanding from the collection of the WHT (as defined below) due by NRI Investors (as defined below), detailed in item 6.5.1 below.

6.5.1. Tax Impacts related to the Tender Offer for NRI Investors. Under the applicable legislation, the Offeror will withhold and collect the Withholding Income Tax (“WHT”) levied on the capital gains realized by Capital Markets Investors and FDI Investors (jointly, the “NRI Investors”) in connection with the sale of the Tender Offer Shares (“Capital Gain”), at (i) **flat 15%** rate for NRI Investors who qualify as “Capital Market Investors” and are not tax residents of favorable tax jurisdictions (“FTJ”)¹ (recent ruling issued by the Brazilian Revenue Services confirms that off-exchange transactions should be subject to this rate), (ii) a fixed rate of 25% for NRI Investors who qualify as “Foreign Direct Investors” and are tax residents in a FTJ, or (iii) at progressive rates ranging from **15% to 22.5%**, as indicated below, for NRI Investors who qualify as “Capital Market Investors” and are tax residents in a FTJ, or who qualify as “Foreign Direct Investors” and are not tax residents in a FTJ, under the terms of the legislation and regulations of the Brazilian Revenue Services in force:

Capital Gain Amount	Rates
Below R\$ 5 MM	15%
Gains exceeding R\$ 5 MM and up to R\$ 10 MM	17.5%
Gains exceeding R\$ 10 MM and up to R\$ 30 MM	20%
Gains exceeding R\$ 30 MM	22.5%

6.5.1.1. The Capital Gain will correspond to the positive difference between (i) the value resulting from the sale of the Tender Offer Shares, in Brazilian Reais; and (ii) the average acquisition cost in Brazilian reais of the shares issued by the Company and held by each NRI Investor (“Average Acquisition Cost”).

6.5.1.2. The Offeror, therefore, requests that NRI Investors, or their respective legal

¹ According to Normative Instruction No. 1,037, dated June 4, 2010, issued by the Brazilian Federal Revenue Service, jurisdictions are considered “FTJ” (Favored Tax Jurisdiction) for tax purposes if (i) they do not tax income or tax it at a rate lower than 17% (seventeen percent), or (ii) their domestic legislation does not allow access to information regarding the ownership structure of legal entities, their assets, or the identification of the beneficial owner of income attributed to non-resident investors. The jurisdictions listed as FTJ are mentioned in Normative Instruction No. 1,037/10 and are periodically reviewed by the Brazilian Federal Revenue Service.

representatives/custodians in Brazil (to the extent such legal representatives/custodians are duly appointed as the legal representative or custodian of the INR Investors, as applicable), send the information necessary for the calculation of the WHT, as described on the table below, which must be accompanied by the respective suitable supporting documentation, as described in item 6.5.1.3 below (collectively, the “WHT Documentation”). Once submitted, the WHT Documentation shall be deemed final and irrevocable, subject to the terms and conditions set forth in this Notice.

Name	Tax ID /CPF	Tax jurisdiction	Qualification as a Capital Markets Investor	Number of Shares held by the NRI Investor	Average Acquisition Cost per Share
			[Yes / No]		

6.5.1.3. For clarity, the only acceptable supporting documents for the Average Acquisition Cost shall consist of: brokerage notes for stock exchange transactions; subscription bulletins in the case of public or private capital increases; share purchase and sale agreements for private transactions; corporate documents in cases where shares were acquired through corporate restructuring; wills; donation agreements; and partition deeds in the case of non-onerous transactions. In the event of multiple transactions, a calculation memorandum in Excel format must be submitted for the Average Acquisition Cost. Any document not included in this exhaustive list shall not be considered valid supporting documentation.

6.5.1.4. The information and the WHT Documentation must be made available to the Offeror by 6:00 PM (Brasília Time) on the Deadline Date, by e-mail (tenderoffer_wht@iberdrola.es), with the subject “Average Cost of Acquisition of Shares – NRI Investors”.

6.5.1.5. If the NRI Investors choose to sell their Offer Shares pursuant to the additional obligation of the Offeror set forth in Clause 7.1 of this Notice, the documentation must be submitted to the Bookkeeper (as defined below) by 6:00 p.m. (BRT) on the date the sale order is placed.

6.5.1.6. The Offeror, as the paying source of the WHT, will use the information provided by the NRI Investors or by their respective legal representatives/custody agents in Brazil (as long as such legal representatives/custody agents are duly constituted as the NRI Investor respective legal representative/custody agent, as the case may be), as the case may be, to calculate the Capital Gain and the WHT to be withheld, and such NRI Investors or their legal representatives/custody agents in Brazil, as the case may be, will be responsible for the veracity and completeness of the information presented, being liable for any damages and/or liabilities arising from inaccuracy and/or falsehood of such information.

6.5.1.7. For purposes of enabling the Tender Offer settlement, the NRI Investors hereby authorize (i) B3 to send the Auction results (including their names, tax ID, number of shares sold, gross value of the sales, and tax jurisdictions) to the Intermediary Institution no later than one business day after the Auction, (ii) the Intermediary Institution to share the information mentioned in item “i” with the Offeror, as the paying source of the WHT on the same date the information is received from B3, (iii) the Offeror to use the information provided by and related

to the NRI Investors, according to items 6.5.1.2 and "ii" above, to calculate the net value due to each NRI Investor after the Auction, (iv) the Offeror to share the calculations mentioned in item "iii" with the Intermediary Institution no later than the business day immediately preceding the Settlement Date, and (v) the Intermediary Institution to share the calculations mentioned in item "iii" with B3 so that the settlement may occur in the manner set forth in this item, on the same date they receive the information from the Offeror; and (vi) the Price per Share to be received by the NRI Investor from the Offeror shall be net of the WHT amount withheld (there will be no WHT gross-up by the Offeror). If B3 does not receive from the Intermediary Institution, by 3:00 p.m. on the business day immediately preceding the Settlement Date, the information regarding the IRRF amount to be withheld, settlement for the relevant shareholder shall occur based on the gross sale amount, i.e., the full Price per Share, without WHT deduction. INR Investors acknowledge that any collection, storage, processing, or transmission of data may be considered personal data processing under Brazil's General Data Protection Law (LGPD), and shall be carried out in accordance with applicable laws and regulations.

6.5.1.8. The Offeror clarifies that, in accordance with applicable laws and regulations: (i) if an NRI Investor fails to submit the information required for calculating the applicable WHT, together with the WHT Documentation, the Offeror shall consider such shareholder's Average Acquisition Cost to be zero (R\$ 0.00), so that the entire amount resulting from the sale of the Offer Shares will be deemed Capital Gains and subject to the tax rates mentioned above; (ii) the tax jurisdiction used by the Offeror to calculate the WHT shall be the one registered for the NRI Investor with B3, and therefore any updates must be made with the relevant Broker in a timely manner to ensure proper eligibility for the Auction, in accordance with the Broker's internal rules and requirements; (iii) if the Average Acquisition Cost per share presented in the table, pursuant to the Excel template available in item 6.5.1.2 above, differs from the WHT Documentation provided, the Offeror shall consider the Average Acquisition Cost per share that results in the highest amount of WHT to be withheld; and (iv) by accepting the Offer, NRI Investors acknowledge that the Offeror will collect the WHT as described above.

7. ADDITIONAL OBLIGATIONS OF THE OFFEROR

7.1. Additional Obligation in the case of Registration Conversion. As provided on article 38 of CVM Resolution 215, if, as a result of the Tender Offer, the Quorum for Registration Conversion is obtained, the Offeror must acquire all remaining Tender Offer Shares held by Shareholders who wish to sell them during the 30 (thirty)-days period following the Auction, that is, until May 11, 2026 ("Put Period" and "Remaining Shareholders", respectively), following the procedure described in item 7.2 below. For clarification purposes, the sale through negotiations on B3 constitutes an option for the sale of Shares between market participants only until the date of the effective Registration Conversion; however, the Shareholder who makes the sale through negotiations on B3 may not receive the Price per Share updated by the SELIC Rate, from the Auction Date until the date of the effective payment ("Acquisition of Remaining Shares").

7.2. Procedure. Any of the Remaining Shareholders who wishes to sell their Tender Offer Shares to the Offeror may submit a request to Itaú Corretora de Valores S.A. ("Bookkeeper") for this purpose.

7.2.1. Remaining Shareholders who hold balances of shares issued by the Company that are recorded with the B3 Central Depository shall request their respective Brokers to withdraw (transfer out) such positions from the depository system to the Bookkeeper registry.

7.2.2. If their shares are already held with the Bookkeeper (or after the relevant transfer to the Bookkeeper), Remaining Shareholders who wish to dispose of (sell) their shares must provide the following documents to the Bookkeeper: (i) 1 (one) original/counterpart of the Share Transfer Form, to be made available by the Company in due course; and (ii) a copy of the documents described in items 7.2.3 and 7.2.4 below.

7.2.3. If the Remaining Shareholder is an individual: (i) a simple copy of proof of CPF/MF registration, an identity card (RG or equivalent) and proof of address; (ii) representatives of estates, minors, legally incapacitated persons, and Remaining Shareholders acting through an attorney-in-fact must present documentation granting powers of representation and simple copies of the CPF/MF registration and identity card of such representatives. Representatives of estates, minors and legally incapacitated persons must also present the relevant court authorization; and (iii) 1 (one) original/counterpart of proof of payment of any Federal Revenue Collection Document (DARF) that may be due or, as applicable, a statement declaring that no tax is due.

7.2.4. If the Remaining Shareholder is a legal entity: (i) a certified copy of the latest consolidated bylaws/articles of association (or equivalent corporate charter documents) and proof of CNPJ/MF registration; (ii) corporate documentation granting powers of representation and simple copies of the CPF/MF registration, identity card and proof of address of its representatives. Foreign-resident investors may be required to present additional representation documents; and (iii) 1 (one) original/counterpart of proof of payment of any Federal Revenue Collection Document (DARF) that may be due or, as applicable, a statement declaring that no tax is due.

7.2.5. The documents mentioned in items 7.2.3 and 7.2.4 must be sent, by the end of the Put Period, to the Bookkeeper addresses indicated below:

If physically signed with notarized signature:

Bookkeeping Department – Corporate Unit – Investment Services and Operations

Avenida do Estado, 5533, Block A, 1st floor, Mooca

ZIP Code 03105-003 – São Paulo, SP – Brazil

If digitally signed with an ICP-Brasil digital certificate:

atendimentoescrituracao@itau-unibanco.com.br

7.2.6. The Bookkeeper's service to shareholders will be provided through the Exclusive Investor Service Center, at the following numbers (on business days from 9:00 a.m. to 6:00 p.m.): (i) 3003-9285 (state capitals and metropolitan regions); and (ii) 0800-720-9285 (other locations). The Bookkeeper may request additional information to accept the request.

7.2.7. The settlement of acquisitions that the Offeror may make under item 7.1 above will not be conducted through the B3 Chamber. The Offeror will acquire such Tender Offer Shares and pay the respective holders the Price per Share, adjusted by the SELIC Rate, accumulated, on a pro rata basis, from the Auction Date until the date of effective payment, which must occur no later than 15 days after the holder's request to sell their Tender Offer Shares ("Put Period Payment Date"), as well as adjusted for any dividends, interest on equity, splits, or reverse splits that may be declared or occurred, as the case may be.

7.3. Additional Obligation in the event of Non-Registration Conversion but Exit from the Novo Mercado. As provided in item II, paragraph 2, of article 43 of the Novo Mercado Rules, if, as a result of the Tender Offer, the Quorum for Registration Conversion is not obtained, but the Quorum for the Novo Mercado Exit is obtained, the Offeror must acquire all remaining Tender Offer Shares held by Shareholders who wish to sell them during the one-month period following the Auction, that is, until May 11, 2026, following the procedure described in item 7.3.1 below. For clarification purposes, the sale through negotiations on B3 constitutes an option for the sale of Shares between market participants, given that the Company, in this case, will have its shares listed for trading in the basic segment of B3; however, the Shareholder who makes the sale through negotiations on B3 may not receive the Price per Share updated by the SELIC Rate, from the Auction Date until the date of actual payment.

7.3.1. Procedure. Any Shareholder who wishes to sell their Tender Offer Shares to the Offeror may submit a request to the Bookkeeper for this purpose. The settlement of acquisitions that the Offeror may make under item 7.2.7 above will not be conducted through the B3 Chamber. The Offeror will acquire such Tender Offer Shares and pay the respective holders the Price per Share, adjusted by the SELIC Rate, accumulated, on a pro rata basis, from the Auction Date until the date of effective payment, which must occur no later than fifteen (15) days after the holder's request to sell their Tender Offer Shares, in accordance with item II, paragraph 2, of article 43 of the Novo Mercado Rules, as well as adjusted for any dividends, interest on equity, splits, or reverse splits that may be declared or occurred, as the case may be.

7.4. No additional Obligation in the event of Non-Registration Conversion and Non-Exit from the Novo Mercado. If the Quorum for Registration Conversion and the Quorum for the Novo Mercado Exit are not met, the Offeror will not acquire any Tender Offer Shares in the Auction and, therefore, will not be subject to the obligation to purchase remaining shares for a 30-day period from the Auction, as set forth in Article 29 of CVM Resolution 215, given that more than 15% of the total shares issued by the Company will remain outstanding and in the public float.

8. CONVERSION OF THE COMPANY'S PUBLIC COMPANY REGISTRATION

8.1. Registration Conversion by CVM. Under paragraph 4 of article 4 of the Brazilian Corporation Law, article 33 of CVM Resolution 215, and article 11 of CVM Resolution 80, the execution of this Tender Offer is a requirement for the approval of the Registration Conversion by CVM. If the Quorum for Registration Conversion is obtained (i.e., if Eligible Shareholders holding more than 2/3 of the Eligible Shares accept the Tender Offer and sell their shares in the Auction or expressly agree to the Registration Conversion and do not sell their shares in the Auction), the SRE will have fifteen (15) business days from the receipt of the auction

statements to verify compliance with the requirements established in item II of article 52 of CVM Resolution 80, a period that may be interrupted once if CVM requests additional information and documents. Once this period ends, the Companies Relations Superintendence (SEP) will express its opinion on the Registration Conversion within fifteen (15) business days, pursuant to the sole paragraph of article 11 of CVM Resolution 80. During this period, until the approval of the Registration Conversion by CVM is granted, the Company's shares will continue to be traded on B3, which will be widely disclosed to the market by the Company. If the Quorum for Registration Conversion is not attained, the Company will remain as a securities issuer registered under category "A".

8.1.1. Mandatory Redemption of Remaining Outstanding Shares. If, after the conclusion of the Tender Offer with the achievement of the Quorum for Registration Conversion, the number of remaining Outstanding Shares (including Outstanding Shares acquired within the scope of Subsequent Acquisitions) represents less than 5% of the total common shares issued by the Company, the Offeror will act so that the Company, as provided in article 4, paragraph 5, of the Brazilian Corporation Law, convenes an extraordinary general meeting to approve the mandatory redemption of the remaining outstanding shares in the market. The redemption price will be equal to the Price per Share, adjusted by the accumulated SELIC Rate, pro rata temporis, from the Settlement Date until the date of the effective payment of the redemption price, which must occur within 15 days after the date of the extraordinary general meeting in which such approval is obtained ("Redemption Price" and "Redemption of Shares").

8.1.1.1. The deposit of the Redemption Price will be disclosed to the market on the date it is made. If the Company's registration as a publicly-held company has been cancelled on the date the deposit is made, the market communication will be made by disclosing the information on the Company's website.

8.1.1.2. The Redemption Price for holders of shares whose registration data are not updated will be deposited, within the aforementioned 15-day period, with the Bookkeeper, financial institution capable to perform the payment to the shareholders, as provided by item V of article 3 of Annex B of CVM Resolution 215.

8.1.1.3. The Financial Settlement Guarantee does not extend to the payment of the redemption price that will be due to the Company's shareholders. Additionally, the financial settlement of the Redemption of Shares will not occur through B3, and the respective payment will be carried out by a bank transfer.

8.1.1.4. If the release and deposit of funds corresponding to the Redemption Price into the accounts of the respective shareholders is not possible due to outdated information corresponding to their respective bank accounts, the amounts owed must be kept in a bank account in the name of the Offeror and said resources will remain available for withdrawal for a period of 10 (ten) years, in accordance with article 41, paragraph 2, item II of CVM Resolution 215.

8.1.1.5. Other information regarding the financial institution where funds will be deposited, locations for providing such services to shareholders, and documents necessary for the redemption of the paid amounts will be timely disclosed by the Company through a material

fact or in the Company's website, if, by the time of the Redemption of Shares, the Company is no longer registered before CVM.

9. NOVO MERCADO EXIT

9.1. Pursuant to article 42 of the Novo Mercado Rules, voluntary exit from the Novo Mercado will only be granted by B3 with the completion of this Tender Offer. In the event of Registration Conversion, as per item 8.1 above, consequently, the Exit from the Novo Mercado will occur. However, even if the Registration Conversion is not conducted, if the Quorum for the Novo Mercado Exit is reached, the Company will proceed with the Exit from the Novo Mercado, regardless of the number of Tender Offer Shares acquired by the Offeror as a result of the Tender Offer. In such a case, the Company will remain registered with the CVM as a publicly-held company, with its shares being traded on B3, but from the first business day after the Auction, the shares will no longer be traded on the Novo Mercado and will be traded on the basic segment, and the Company will therefore no longer be obliged to observe certain specific corporate governance rules required by the Novo Mercado Rules, except for the provisions of articles 82 and 83 of the Novo Mercado Rules.

10. APPRAISAL REPORT WAIVER AND REQUEST OF PRICE REVIEW

10.1. Appraisal Report Waiver. In accordance with item I of Article 21 of CVM Resolution 215, the preparation of an appraisal report was not required, as the Price per Share was determined based on the Previ Acquisition. This transaction meets all the cumulative conditions set forth in the regulation: (i) it was entered into within twelve (12) months prior to the filing of the Tender Offer; (ii) it involved unrelated parties, given that they are entities with different purposes, organized under different legal and regulatory regimes, and do not act in furtherance of the same interest; (iii) it represented 30.29% of the Company's capital stock, that is, a percentage exceeding 20% of the Company's share capital as of the date the transaction; and (iv) it was not linked to any other agreement under which the parties or their related persons received or will receive other additional financial consideration, directly or indirectly. As such, the regulatory framework expressly waives the need for a valuation report in these circumstances, and the waiver is fully justified under the applicable legal provisions.

10.2. End of the Period for Requesting a New Appraisal. The 15-day period from the disclosure of the Tender Offer value for Shareholders holding, at least, 10% of the Outstanding Shares to request the Company's managers to call a special general meeting to deliberate on the preparation of a new appraisal report, in accordance with article 4-A of the Brazilian Corporation Law, ended on December 9, 2025, without the Company having received any request for the convening of such a meeting.

11. COMPANY INFORMATION

11.1. Headquarters. The Company is a publicly traded corporation, headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, Brazil, at Praia do Flamengo, No. 78, 3rd Floor, Flamengo, ZIP Code 22210-906.

11.2. Corporate Purpose. The Company's corporate is to hold equity interests in other companies, either as a minority or controlling shareholder, regardless of their respective

corporate purposes; to engage in business intermediation and advisory services, in Brazil or abroad; to import goods and services; and to conduct and implement commercial, industrial, and service-related studies and projects.

11.3. Company History and Development of its Activities. The Company was incorporated on 1996, and obtained its registration with the CVM as a publicly held company on that same year, on May 8. Further details and information about the Company's history and the development of its activities are available on the CVM website (www.gov.br/cvm – under the "Companies" section, select "Periodic and Occasional Information Submitted to CVM," type "Neoenergia," and click "Continue," select the company "Neoenergia S.A.," choose "Reference Form" and "Period," then access the "Consult" link in the first box on the page) or on its website (<https://ri.neoenergia.com/>).

11.4. Share Capital. As of the date of this Notice, the subscribed and paid-in share capital of the Company is R\$ 20,919,982,151.71, represented by 1,213,797,248 common shares, all registered, book-entry, and without par value, according to the latest Reference Form available on the CVM website.

11.5. Shareholding Composition. As of the date of this Notice, the shareholding composition and distribution of the Company's share capital were as follows:

Shareholders	Common Shares	%
Iberdrola Energia S.A.	974,546,208	80.29
IBERDROLA, S.A.	42,482,904	3.50
Controlling Shareholders	1,017,029,112	83.79
Linked Persons	-	0.00
Treasury	-	0.00
Management ⁽¹⁾	1,175,956	0.10
Outstanding Shares ⁽²⁾	195,592,180	16.11
Total	1,213,797,248	100.00

⁽¹⁾ Members of the Board of Directors, the Fiscal Council, and statutory officers of the Company.

⁽²⁾ Common shares issued by the Company, excluding from the shares held by the Company's controlling shareholders, directly or indirectly, including any shares of persons related to the Offeror and to the Company's controlling shareholders, including IBERDROLA, S.A., the shares of the Company's managers, the shares held by the Company itself and held in treasury.

11.6. Derivatives Exposure. On this date, neither the Offeror nor its related parties are exposed in derivatives referenced to securities issued by the Company.

11.7. Historical Information of Shares.

Month/Year	Volume ¹	Volume ²	Minimum Price ³	Maximum Price ⁴	Average Price ⁵	Closing Price ⁶	Weighted Price ⁷
	(shares)	(R\$)	(R\$ per share)				
October/25	44.329.000	1.245.377.025	26,68	29,20	28,07	29,18	28,09
September/25	42.434.100	1.207.336.638	26,87	29,09	28,40	28,70	28,45
August/25	24.597.000	642.546.500	24,76	27,34	26,40	27,34	26,12
July/25	22.664.000	551.147.207	23,19	25,96	24,46	24,51	24,32
June/25	20.870.300	520.865.391	24,02	25,67	24,74	25,56	24,96

Month/Year	Volume ¹	Volume ²	Minimum Price ³	Maximum Price ⁴	Average Price ⁵	Closing Price ⁶	Weighted Price ⁷
	(shares)	(R\$)	(R\$ per share)				
May/25	19.952.300	471.209.354	21,55	24,97	23,37	24,84	23,62
April/25	27.358.100	578.574.489	19,74	22,71	20,64	22,71	21,15
March/25	21.272.100	434.756.398	18,89	20,65	19,98	20,38	20,44
February/25	34.909.400	658.199.264	17,75	19,78	18,68	18,96	18,85
January/25	17.898.000	331.154.659	17,62	18,58	18,01	18,28	18,50
December/24	33.096.100	659.182.188	18,44	19,98	19,05	18,44	19,92
November/24	35.769.300	703.469.999	18,01	19,91	18,75	18,67	19,67

Source: B3

¹Refers to the total volume of shares traded in the month;

²Refers to the total financial volume traded in the month;

³Refers to the minimum closing price in the month;

⁴Refers to the maximum closing price in the month;

⁵Refers to the average closing price in the month;

⁶Refers to the closing price on the last day of the month; and

⁷Refers to the average of the volume-weighted average price in the month.

According to the values presented in the table above, the daily average price of the Company's shares weighted by trading volume on B3, in the 12 months before the disclosure of the material fact on November 24, 2025, was R\$ 23.50 per share.

11.8. Book Value per Share. The Company's book value per share was R\$29.93 as determined based on the quarterly financial information for the 3rd quarter of 2025.

11.9. Additional information about the Company. Further information about the Company, including its Reference Form, Financial Statements, Standardized Financial Statements - DFP, Quarterly Information – ITR, are available on the following websites:

- (i) <https://ri.neoenergia.com/resultados-e-indicadores/central-de-resultados/> (then access the document of interest);
- (ii) sistemas.cvm.gov.br (select "Information about Companies", type "Neoenergia" and click "Continue", select the company "Neoenergia S.A.", then access the document of interest); and
- (iii) www.b3.com.br (in "Quick Access", access "Listed Companies", then in the search field, type "Neoenergia", then click on "Neoenergia S.A." then click on the document of interest).

12. OFFEROR INFORMATION

12.1. Headquarters. The Offeror is a corporation incorporated under Spanish law, headquartered in the City of Bilbao (Biscaia), Spain, at Plaza de Euskadi, No. 5, ZIP Code 48009.

12.2. Corporate Purpose. The Offeror's corporate purpose is (i) the promotion, creation, participation, management, operation, and development of industrial, commercial, or service companies in the energy, water, and telecommunications sectors, as well as the research, study, and planning of investment projects and business organization within said sectors; (ii) the

provision of assistance or support services to companies, institutions, or entities, whether public or private, Spanish or foreign, operating within the aforementioned sectors; (iii) any other activity that is preliminary, complementary, consequential to, or indirectly related to the foregoing. The aforementioned activities may be carried out both in Spain and abroad, either directly, in whole or in part, or through the ownership of shares or interests in other companies.

12.3. History of the Offeror and the Development of its activities. The Offeror is a holding company controlled by Iberdrola, S.A. ("Iberdrola") through which Iberdrola controls Neoenergia. Iberdrola, a leading energy company across Europe and the Americas with recognized expertise, is a sector benchmark with a presence on three continents and is Europe's leader in renewable power generation. Iberdrola values shareholder participation and has been publicly listed since its foundation. With a market capitalization of over €120 billion, Iberdrola is the largest electricity company in Europe and one of the two largest worldwide. The Group serves more than 100 million people globally, employs over 44,000 people, and holds assets exceeding €160 billion. In 2024, Iberdrola reported revenues of nearly €50 billion and net profit of €5.6 billion. It has contributed around €10.3 billion in taxes in the countries where it operates and supports more than 500,000 jobs across its supplier base, underpinned by purchases exceeding €18 billion in 2024. Since 2001, Iberdrola has invested more than €175 billion in power grids, renewable energy, and energy storage to advance an electrification-based energy model. Iberdrola operates approximately 1.4 million km of electricity networks in the United States (New York, Connecticut, Maine, and Massachusetts), the United Kingdom (Scotland, England, and Wales), Brazil (the states of Bahia, Rio Grande do Norte, Pernambuco, São Paulo, and Mato Grosso do Sul, as well as Brasília), and Spain. It also has 57,000 megawatts (MW) of installed capacity worldwide, of which more than 45,000 MW are from renewable sources.

12.4. Agreement governing the exercise of voting rights in the Company. The Offeror states that, there are no contracts to which the Offeror is a party that govern the exercise of voting rights, or the acquisition of securities issued by the Company.

12.5. Representations of the Offeror. The Offeror represents, on the date hereof, that: (i) it is not, nor are persons linked to it, holders of any other shares besides those mentioned in this Notice; (ii) it is not, nor are persons linked to it, holders of any other securities issued by the Company; (iii) it is not, nor are persons linked to it, borrowers or creditors of any loans of securities issued by the Company; (iv) it is not, nor are persons linked to it, exposed to any derivatives referenced in securities issued by the Company; (v) it has not entered into, nor have persons linked to it entered into any contract, pre-contract, option, letter of intent, or any other legal act regarding the acquisition or disposal of securities issued by the Company, even as a party or beneficiaries, except for the Previ Acquisition; (vi) it has not entered into, nor have persons linked to it entered into any contracts, pre-contracts, options, letters of intent, or other similar legal acts with the Company, its managers, or shareholders holding more than 5% of the shares issued by the Company, in the last six months, except for the Previ Acquisition; and (vii) it is not aware of the existence of any facts or circumstances not disclosed to the public that may significantly influence the Company's results or the market quotations and prices of the shares issued by the Company on B3.

12.5.1. In compliance with article 31 of CVM Resolution 215, during the Tender Offer Period,

the Offeror and linked persons did not: (i) sell, directly or indirectly, shares of the same type and class as the Tender Offer Shares; and (ii) carry out operations with derivatives referenced in shares of the same type and class as the Tender Offer Shares.

12.5.2. In compliance with article 35 of CVM Resolution 215, there has been no public subscription of shares with the entry of new shareholders into the Company's shareholder structure in the last 12 months, nor private subscription in which 1/3 of the shares subject to the capital increase were subscribed by minority shareholders or third parties and in which at least 10% of the shares of the same type and class as those subject to the said capital increase remained outstanding.

12.5.3. Under the terms of article 28 of CVM Resolution 215, the Offeror represents that it undertakes to pay to the Shareholders who accepted the Tender Offer, sold their Tender Offer Shares in the Put Period or who were mandatorily redeemed by the Company, any eventual higher difference, if any, between the Price per Share adjusted by the accumulated SELIC Rate, pro rata temporis from the Settlement Date until the date of the actual payment of the amount that would be due and:

- I. the value per Tender Offer Share that would be due, or that may be due to the Shareholders, if within 1 year from the Auction Date (i) an event that imposes or may impose the carrying out of a mandatory public offer for the acquisition of shares, occurs; or (ii) a voluntary tender offer is launched; and
- II. the value per Tender Offer Share, as the case may be, to which they would be entitled if they were still shareholders of the Company and dissented from a resolution of the Company that approves the carrying out of any corporate event that allows the exercise of the right of withdrawal, when this event occurs within 1 year from the Auction Date.

12.5.3.1. If the Company's registration as a publicly-held company is cancelled after the Tender Offer, any occurrence of the events described in items I or II of item 12.5.3 will be disclosed on the target Company's website.

12.6. Future Plans for the Company. As the Offeror already figures as the Company's controlling shareholder, there are no corporate reorganization or other changes to the Company's structure planned as of the date hereof. The Offeror plans to continue the same business plan currently in force at the Company.

12.7. Responsibility of the Offeror. For the purposes of article 1, item XVII, of Annex B of CVM Resolution 215, the Offeror represents that it is responsible for the sufficiency, truthfulness, accuracy, consistency, and timeliness of the information it has provided to the CVM and the market, pursuant to article 6, paragraph 1, of CVM Resolution 215, and that it has engaged the Intermediary Institution to ensure the financial settlement of the Tender Offer and the payment of the price for the Acquisition of Remaining Shares, if applicable, pursuant to article 11 of CVM Resolution 215.

12.8. Private Negotiations. The Offeror represents, pursuant to article 1, item XV, of Annex B of CVM Resolution 215, that, except for the Previ Acquisition, there have been no relevant

private negotiations of shares between independent parties involving the Offeror, the Company's controlling shareholders, or related persons, in the last 12 (twelve) months.

13. INTERMEDIARY INSTITUTION INFORMATION

13.1. Intermediary Institution Attributions. Under the Intermediation Agreement, the Intermediary Institution shall be responsible for fulfilling the obligations set forth in Article 12 of CVM Resolution 215.

13.2. Representations of the Intermediary Institution. The Intermediary Institution represents, on the date hereof, that: (i) it is not aware of any facts or circumstances that have not been publicly disclosed and that could materially affect the Company's results or the quotations and market prices of the Company's shares on B3; and (ii) for purposes of Article 1, item XVIII of Annex B to CVM Resolution 215, it has exercised all due care and observed high standards of diligence to ensure that the information provided by the Offeror is true, consistent, accurate, and sufficient, and it shall be liable for any omission in this duty. It has also verified the sufficiency and quality of the information made available to the market throughout the Offer process that is necessary for investors' decision-making, including the Company's material event and periodic disclosures and the information contained in this Offering Notice, in accordance with Article 12, sole paragraph, of CVM Resolution 215.

13.3. Relationship between the Intermediary Institution and the Offeror. In addition to the relationship arising from the Tender Offer, the Intermediation Agreement, and other documents related to the Tender Offer, the Intermediary Institution and/or companies in its economic group have the following commercial relationship with the Offeror and companies in its economic group: the Company made a financial investment in Bank Deposit Certificates (CDBs) issued by the Intermediary Institution, bearing interest at 101% of the CDI rate, with a gross balance, as of the date of this Notice, of approximately R\$182.9 million, issued on October 1, 2025 and maturing on December 30, 2026. The net balance of such investment is approximately R\$182.3 million. Additionally, (i) the Intermediary Institution and its controlling shareholders and related persons do not hold any of the shares issued by the Company, derivatives with underlying shares or any other securities issued by the Company and that there are no shares issued by the Company under its discretionary management; (ii) is not borrower or creditor of any loans of securities issued by the Company; (iii) it was not, nor were related persons, exposed to any derivatives referenced in securities issued by the Company; and (iv) it has not entered into, nor have related persons entered into any contract, pre-contract, option, letter of intent, or any other legal act regarding the acquisition or disposal of securities issued by the Company, even as a party or beneficiaries, except under the terms of the Intermediation Agreement. The Offeror has hired and may, in the future, hire the Intermediary Institution and/or companies belonging to its economic conglomerate to provide investment banking services in securities issuance, financial advisory, brokerage, account opening, commercial and credit operations contracting, or any other services or operations necessary for the conduct of its activities, for which they intend to be remunerated. There is no conflict of interest between the Company and the Intermediary Institution that could limit the necessary autonomy of the Intermediary Institution in exercising its functions as the intermediary institution of the Tender Offer.

14. OTHER INFORMATION

14.1. Business Days. For purposes of items 1.8, 3.14.2, and 3.14.3 above, "business day" means a day that is a day in which commercial banks are open for business in both São Paulo, Brazil, and New York, United States of America.

14.2. Extinction of the SELIC Rate. In the event of extinction or non-disclosure of the SELIC Rate for more than thirty (30) days, an index will replace it and be applied. In the absence of this index, the average SELIC Rate for the twelve (12) months previously published will be applied.

14.3. Updated Registration as a Publicly Held Company. The Company's registration as a publicly held company is duly updated in accordance with article 21 of Law No. 6,385.

14.4. Other Outstanding Securities. The Offeror clarifies that, as of the date of this Notice, besides the Outstanding Shares, there are outstanding debentures from the 6th issuance of debentures of the Company, which as of the date hereof, represent the total number of outstanding debentures issued by the Company.

14.5. Access to this Notice and the List of Shareholders. This Notice and the nominal list of all the Company's shareholders (the latter will only be made available to interested parties who attend in person or request it electronically at the physical or electronic addresses indicated below, provided with identification and upon signing a receipt, as provided in Annex B, article 1, item XVI, of CVM Resolution 215 and should not be made available on any website) are available to any interested person at the addresses below. Alternatively, this Notice can be accessed on the Internet at the websites also indicated below.

NEOENERGIA S.A.

Praia do Flamengo, No. 78, 3rd floor, Flamengo

ZIP Code 22210-906, Rio de Janeiro, RJ

Electronic address for requesting the list of shareholders and other documents:

ri@neoenergia.com

<http://ri.neoenergia.com/> (on this website, on the homepage, access "Results" and click on "Tender Offer Documents (OPA)" and access the link to the Tender Offer Notice).

IBERDROLA ENERGIA S.A.U.

Electronic address for requesting the list of shareholders and other documents:

tenderoffer_shareholders@iberdrola.es

BANCO BTG PACTUAL S.A.

Avenida Brigadeiro Faria Lima, No. 3,477, 14th floor

Postal Code 04.538-133

<https://www.btgpactual.com/investment-banking> (on this website, on the homepage, access "Mercado de Capitais – Download", then, click on "2026", type "Oferta Pública de Aquisição de Ações da Neoenergia S.A." and select the file.

BRAZILIAN SECURITIES AND EXCHANGE COMMISSION – CVM

Rua Sete de Setembro, 111, 2nd floor - "Document Consultation Center"

Centro, ZIP Code 20050-901, Rio de Janeiro – RJ

Or

Rua Cincinato Braga, 340, 2nd floor - "Document Consultation Center"

ZIP Code 01049-000, São Paulo – SP

<https://web.cvm.gov.br/sre-publico-cvm/#/consulta-opa> (on this website, in the "Consulta de Oferta Pública - OPA" section of the homepage, type "Neoenergia" in the "Emissor" field; then select "Ações" and click "Visualizar" to view the latest version of the OPA instrument made available on the platform).

B3 S.A. - BRASIL, BOLSA, BALCÃO

Praça Antonio Prado, 48, 2nd floor – "Electronic Trading Directorate"

Centro, São Paulo - SP

www.b3.com.br (on this website, click on "Products and Services", "Trading", "Auctions", "OPAs" and finally click on the desired document).

14.6. Shareholder Service. Service to holders of the Tender Offer Shares will be provided by phone (21) 3235-9828 or by email ri@neoenergia.com.

14.7. Identification of Legal Advisors.

MATTOS FILHO, VEIGA FILHO, MARREY JR. E QUIROGA ADVOGADOS

Alameda Joaquim Eugênio de Lima, 447

01403-001, São Paulo, SP – Brazil

14.8. Use of Certain Statements in this Notice. Certain statements contained in this Notice may constitute estimates and forward-looking statements, including information about the future as defined under the laws of the United States of America. The use of any of the following expressions 'believes', 'expects', 'may', 'might', 'intends', and 'estimates' and similar expressions are intended to identify forward-looking statements. However, estimates and forward-looking statements may not be identified by such expressions. In particular, this Notice contains estimates and forward-looking statements related, but not limited, to the procedure to be followed for the completion of the Tender Offer, the timelines of various steps to be followed in the context of the Tender Offer, and the expected actions of the Offeror and certain third parties, including the Brokers, in the context of the Tender Offer. Estimates and forward-looking statements are subject to risks and uncertainties, including, but not limited to, the risk that the parties involved in the Tender Offer do not fulfill the necessary requirements for the completion of the Tender Offer. Estimates and forward-looking statements are also based on assumptions that, to the extent considered reasonable by the Offeror, are subject to uncertainties related to relevant business, economic, and competitive aspects. The Offeror's assumptions contained in this Notice, which may prove incorrect, include, but are not limited to, assumptions that the laws and capital market rules applicable to the Tender Offer will not be changed before the completion of the Tender Offer. Except to the extent required by law, the Offeror does not assume any obligation to update the estimates and forward-looking statements contained in this Notice.

14.9. Recommendations to Investors. It is recommended that before deciding to adhere to the Tender Offer, investors consult their legal and tax advisors (including and especially Capital

Markets Investors or FDI Investors who opt for these investment modalities in the Country) to verify the legal and tax implications resulting from the acceptance of the Tender Offer. Shareholders who are foreign investors should also consult their Brokers, custodians, and respective representatives to obtain information regarding the procedures of such institutions for the collection of any applicable taxes, as such procedures may vary according to each institution.

14.10. Shareholders Domiciled Outside Brazil. This Tender Offer is not intended for any shareholder whose participation in the Tender Offer may violate the laws of their jurisdiction of residence or domicile. Shareholders domiciled outside Brazil may be subject to restrictions imposed by the legislation of their countries regarding the acceptance of this Tender Offer, participation in the Auction, and the sale of shares. Compliance with such applicable laws is the sole responsibility of such non-resident shareholders in Brazil. The Offeror makes no representation or warranty, express or implied, regarding the compliance of this Tender Offer with any law, rule, and/or regulation existing in other jurisdictions, except for Brazil.

14.11. Important Information for Shareholders in the United States of America. Shareholders in the United States of America are advised that the Company's shares are not listed on a U.S. securities exchange and that the Company is not subject to the periodic reporting requirements of the Exchange Act, and the Company is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "SEC") under the Exchange Act.

14.11.1. The Tender Offer described in this Notice will be made for the Tender Offer Shares and is subject to Brazilian disclosure requirements and procedures, which are different from those of the United States. The Tender Offer will be conducted in the United States in compliance with Section 14(e) of the Exchange Act and the applicable rules and regulations promulgated thereunder, including Regulation 14E (in each case, subject to any exemptions or relief, as applicable), and otherwise in accordance with Brazilian disclosure requirements and procedures, including, without limitation, the Tender Offer timetable, settlement procedures, withdrawal rights, waiver of conditions and payment deadlines, which differ from those applicable in the United States.

14.11.2. The Tender Offer is being made to the Company's shareholders residing in the United States on the same terms and conditions as those offered to all other Company shareholders to whom the offer is addressed. Any informational documents, including this Offer Notice, are being made available to U.S. shareholders on a basis comparable to that on which such documents are made available to the Company's other shareholders. The financial statements and financial information included in (or incorporated by reference into) the informational documents have been prepared in accordance with IFRS, which may not be comparable to the financial statements or financial information of U.S. companies.

14.11.3. To the extent permitted by applicable laws or regulations, including Rule 14e-5 under the Exchange Act, the Offeror and its affiliates, or its brokers and such brokers' affiliates (acting as agents for, on behalf of, or jointly with, the Offeror or its affiliates, as applicable) may, from time to time, after the launch date of the Tender Offer and during its pendency, and outside of the Tender Offer, purchase, directly or indirectly, or arrange to purchase, outside the United States of America, shares of the Company that are the subject of the Tender Offer

or any securities convertible into, exchangeable for, or exercisable for such shares, before or during the period in which the Tender Offer remains open for acceptance. Such purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent that information about any such purchases or purchase arrangements is made public in Brazil, such information will be disclosed by means of a press release or other means reasonably calculated to inform the Company's U.S. shareholders of such information.

14.11.4. In addition, the Offeror's financial advisors may also engage in trading activities in the ordinary course of business in securities of the Company, which may include purchases of, or arrangements to purchase, such securities. To the extent required in Brazil, any information about such purchases will be made public in Brazil in the manner required by Brazilian law.

14.11.5. Neither the SEC nor any securities commission of any U.S. state has approved or disapproved the Tender Offer, passed upon its merits or fairness, or expressed any opinion regarding the adequacy, accuracy or completeness of the information contained in this Notice. Any representation to the contrary may be a criminal offense in the United States of America.

14.11.6. The receipt of cash pursuant to the Tender Offer by a U.S. holder of the Company's shares may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local tax laws in the United States, as well as under non-U.S. and other tax laws. Each holder of the Company's shares is urged to consult its independent professional advisor regarding the tax consequences of accepting the Tender Offer.

14.11.7. It may be difficult for shareholders of the Company to enforce their rights and any claims they may have arising under U.S. federal securities laws, since the Offeror and the Company are located in jurisdictions outside the United States, and some or all of their respective officers and directors may be residents of jurisdictions outside the United States. The Company's Shareholders may not be able to sue the Offeror or the Company, or their respective officers or directors, in a court outside the United States for violations of U.S. securities laws. It may be difficult to compel the Offeror and the Company and their respective affiliates to submit to the jurisdiction or a judgment of a U.S. court.

Rio de Janeiro, March 12, 2026.



INTERMEDIATED BY



THE APPROVAL OF THE REGISTRATION REQUEST FOR THIS TENDER OFFER DOES NOT IMPLY, ON THE PART OF THE CVM OR B3, ANY GUARANTEE OF THE TRUTHFULNESS OF THE PROVIDED INFORMATION, JUDGMENT ABOUT THE QUALITY OF THE TARGET COMPANY, OR THE OFFERED PRICE FOR THE SHARES SUBJECT TO THE TENDER OFFER. READ THIS NOTICE CAREFULLY BEFORE ACCEPTING THE OFFER.

Annex I
Representation Form for Regarding the Registration Conversion and Exit from the Novo Mercado

This representation form regarding the Registration Conversion and Exit from the Novo Mercado, as well as adherence to the Tender Offer ("Representation Form") refers to the unified tender offer to acquire up to all of the common shares issued by **NEOENERGIA S.A.**, a publicly held company, headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, Brazil, at Praia do Flamengo, No. 78, 3rd floor, Flamengo, ZIP Code 22.210-906, registered with the National Register of Legal Entities of the Ministry of Finance ("CNPJ/MF") under No. 01.083.200/0001-18, registered with the CVM as a category "A" securities issuer under No. 01553-9 ("Company"), to be carried out **(i)** to the conversion of registration with the CVM from category "A" to "B" securities issuer, pursuant to article 9 and following of CVM Resolution No. 80, dated March 29, 2022 ("Registration Conversion"); and **(ii)** for the Company's exit from the special trading segment of the Novo Mercado of B3 ("Exit from Novo Mercado" and "Tender Offer", respectively).

The Tender Offer is carried out through **BANCO BTG PACTUAL S.A.**, financial institution that is part of the securities distribution system, with offices in the city of São Paulo, State of São Paulo, Brazil, at Avenida Brigadeiro Faria Lima, No. 3,477, 14th floor, Postal Code 04.538-133, registered with the CNPJ/MF under No. 30.306.294/0001-45 (the "Intermediary Institution"), on behalf and order of **IBERDROLA ENERGIA S.A.U.**, a corporation, headquartered in the City of Bilbao (Biscaia), Spain, at Plaza de Euskadi, No. 5, ZIP Code 48009, registered with the CNPJ/MF under No. 05.470.823/0001-02 ("Offeror"), pursuant to Law No. 6,385, dated December 7, 1976, the Brazilian Corporation Law, CVM Resolution No. 215, dated October 29, 2024, the Novo Mercado Rules, the Company's bylaws, other applicable legal and regulatory provisions, and the "Unified Tender Offer Notice for the Acquisition of Common Shares Issued by Neoenergia S.A." ("Notice").

Capitalized terms used in this Representation Form that are not defined herein have the meaning assigned to them in the Notice.

INFORMATION OF THE HOLDER OF SHARES SUBJECT TO THE TENDER OFFER

1. Person responsible for submission

Name:

2. Shareholder

Full Name / Corporate Name:

Profession / Description of main economic activity:

Address:

No.:

Complement:

Neighborhood:	ZIP Code:	City/State:	
CPF/CNPJ:	Nationality (if applicable):	Phone:	Marital Status (if applicable):
Date of Birth (if applicable):	Email:	Identity Document:	Issuing Authority:
The Shareholder is:		() holder of Outstanding Shares	
3. Legal Representative(s)			
1. Full name:			
Address:	No:	Complement:	
Neighborhood:	ZIP Code:	City/State:	
CPF/CNPJ:	Nationality:	Phone:	Marital Status:
2. Full name:			
Address:	No:	Complement:	
Neighborhood:	ZIP Code:	City/State:	
CPF/CNPJ:	Nationality:	Phone:	Marital Status:
4. Custody Agent representing the investor			

Corporate Name or Denomination:			
Address:		No	Complement:
Neighborhood:	ZIP Code:	City:	State:
5. Issuer: Neoenergia S.A.			
Number of Outstanding Common Shares (to be filled out only by the Shareholder who indicated being the holder of Outstanding Shares in box 2 above):			
Number of Non-Outstanding Common Shares (to be filled out only by the Shareholder who indicated being a person linked to the Offeror or an administrator in box 2 above):			
Asset Code / ISIN:			
6. Representation regarding the Registration Conversion and the Exit from the Novo Mercado			
()	expressly agrees with the Registration Conversion from category "A" publicly-held company to category "B" of Neoenergia S.A. and, consequently, with the Exit from the Novo Mercado, despite not wishing to sell their shares in the Auction; or		
()	expressly disagrees with the Registration Conversion from category "A" publicly-held company to category "B" of Neoenergia S.A., but agrees with the Exit from the Novo Mercado, despite not wishing to sell their shares in the Auction.		
7. The shareholder identified in item 2 of this form above:			
(a) is aware that its shares will not be available for transfer until the Settlement Date;			
(b) understands that after the Company's Registration Conversion, if successful, it will no longer be possible to trade their shares on B3; and			
(c) is aware that even if the Company's Registration Conversion is unsuccessful, if the Exit from the Novo Mercado is successful, their shares on B3 will be traded in the basic segment, no longer being traded in the Novo Mercado and, therefore, the Company will no longer be required to observe certain specific corporate governance rules required by the Novo Mercado Rules.			

8. This Representation Form is irrevocable and irreversible, subject to the terms and conditions set forth in this Representation Form and in the Notice.

9. The forum of the District of São Paulo, State of São Paulo, is elected to resolve issues arising from this Form.

I DECLARE FOR ALL PURPOSES THAT (I) I AGREE WITH THE CONTRACTUAL CLAUSES AND OTHER CONDITIONS EXPRESSED IN THIS FORM; (II) I HAVE OBTAINED A COPY OF THE NOTICE AND I AM AWARE OF ITS ENTIRE CONTENT, CONTAINING THE TERMS AND CONDITIONS OF THE TENDER OFFER; AND (III) I AM RESPONSIBLE FOR THE TRUTHFULNESS, CONSISTENCY, ACCURACY, AND SUFFICIENCY OF THE INFORMATION PROVIDED HERE AND FOR ALL RELATED DOCUMENTATION.

Place and Date:

Shareholder:

ID (if applicable):

CPF / CNPJ:

This Representation Form must be fully completed and signed, with notarized signature or digitally signed using ICP-Brasil by the respective shareholder or authorized attorney. Once completed, the form must be delivered to the respective Broker by 12:00 PM (Brasília time) on the business day preceding the Auction Date, which in turn must deliver it to the B3 Electronic Trading Director by 12:00 PM (Brasília time) on the Auction Date. The form must be delivered in two copies to the respective Broker.