

**NEOENERGIA S.A.**

PUBLICLY-HELD COMPANY | CVM No. 01553-9

CNPJ/MF 01.083.200/0001-18 | NIRE 33.300.266.003

**MATERIAL FACT**

Neoenergia S.A. ("Neoenergia" or "Company"), a publicly-held company registered under CNPJ/MF No. 01.083.200/0001-18, pursuant to Law No. 6,404 of December 15, 1976, as amended, and to the Brazilian Securities Commission Resolution No. 44 of August 23, 2021, hereby informs its shareholders and the market in general that the Company and EDF Brasil Hidro Participações S.A. ("Hidro Participações") have executed, on this date, the Sale and Purchase Contract of Shares and Other Covenants ("Sale and Purchase Agreement").

Under the Sale and Purchase Agreement, the Company will sell to Hidro Participações all shares representing the capital stock of Energética Águas da Pedra S.A. ("EAPSA"), which operates the Dardanelos Hydroelectric Plant, located in the State of Mato Grosso, with an installed capacity of 261 MW.

The transaction has an Enterprise Value of BRL 2,515 million, of which BRL 2,229 million corresponds to the Enterprise Value as of the December 2024 base date (including BRL 67 million in earn-out), and BRL 286 million refers to the adjustment for the CDI variation from December 2024 until the signing date. The price is subject to CDI adjustment until the Closing date and other customary adjustments for this type of transaction.

On this same date, Neoenergia entered into an Investment Agreement ("Investment Agreement") with EDF Brasil Holding S.A. ("EDF Brasil Holding"), under which Neoenergia will contribute R\$ 93.5 million to Hidro Participações to hold 25% of its capital stock, while EDF Brasil Holding will hold the remaining 75%, after an equity contribution of R\$ 280.5 million. Thus, Neoenergia will maintain an indirect 25% stake in EAPSA, the sole investment of Hidro Participações. The remaining funds required for Hidro Participações to acquire EAPSA under the Sale and Purchase Agreement will come from financing.

Within up to 2.5 years after the Closing of the transaction, EDF Brasil Holding will have the right to acquire all shares of Hidro Participações held by Neoenergia, and Neoenergia may sell its entire stake in Hidro Participações.

The completion of the transaction is subject to certain customary precedent conditions for this type of transaction, including approval by the Administrative Council for Economic Defense (CADE), competition authorities with jurisdiction over the parties, by the Brazilian Electricity Regulatory Agency ("Aneel"), and by EAPSA's financing agents.

This transaction reinforces the Company's asset rotation strategy, focusing on portfolio optimization, value generation, and maintaining capital discipline.

Rio de Janeiro, November 21, 2025

**Leonardo Pimenta Gadelha**

Chief Financial and Investor Relations Officer