

AUREN ENERGIA S.A.
Publicly-Held Company
CNPJ n.º 28.594.234/0001-23
NIRE 35.300.508.271 | CVM Code n.º 026620

CESP – COMPANHIA ENERGÉTICA DE SÃO PAULO
Publicly-Held Company
CNPJ n.º 60.933.603/0001-78
NIRE 35.300.011.996 | CVM Code n.º 00257-7

AUREN OPERAÇÕES S.A.
Publicly-Held Company
CNPJ n.º 00.194.724/0001-13
NIRE 35.300.574.290 | CVM Code n.º 02617-4

AUREN PARTICIPAÇÕES S.A.
Publicly-Held Company
CNPJ n.º 37.663.076/0001-07
NIRE 35.3.0055264-4 | CVM Code n.º 02564-0

MATERIAL FACT

Auren Energia S.A. (“Auren Energia”), **Auren Participações S.A.** (“Auren Participações”), **Auren Operações S.A.** (“Auren Operações”) and **CESP – Companhia Energética de São Paulo** (“CESP”) in compliance with Article 157, § 4º, of Law n.º 6,404, dated December 15, 1976 (“Brazilian Corporate Law”), CVM Resolution n.º 44, dated August 23, 2021 (“RCVM 44”), and CVM Resolution n.º 78, date March 29, 2022 (“RCVM 78”), hereby inform their shareholders and the market in general that a corporate reorganization proposal of the Auren Energia group is currently underway. (“Corporate Reorganization”).

The Corporate Reorganization aims, among other objectives: (a) to concentrate hydroelectric assets into a single investment vehicle of Auren Energia; (b) to rationalize and simplify the corporate structure of the Auren Energia group, reducing the number of publicly held companies; and (c) to achieve greater efficiency in cash and debt management.

The Corporate Reorganization is proposed in two sequential phases, both subject to the verification of certain conditions precedent customary in this type of transaction, including, but not limited to, applicable corporate and regulatory approvals, as well as consents and authorizations from third parties, as set forth in the relevant documents:

- (a) the reverse incorporation of Auren Participações into Auren Operações (“Reverse Incorporation” or “Phase 1”), after which Auren Energia will directly hold 100% of the share capital of Auren Operações;
- (b) the transfer by Auren Energia of certain assets and liabilities to CESP, through a capital contribution transaction, including 100% of the common shares issued by Auren Operações, so that CESP will directly hold 100% of the share capital of Auren Operações (“Phase 2 – Step 1”); and

(c) the reverse incorporation of Auren Operações into CESP ("Phase 2 – Step 2").

On this date, within the context of the Corporate Reorganization, the shareholders' meetings of Auren Participações and Auren Operações approved, among other matters, the Reverse Incorporation of Phase 1, under the terms and conditions set forth in the "*Private Instrument of Protocol and Justification for the Incorporation of Auren Participações S.A. into Auren Operações S.A.*" ("Protocol and Justification"), executed by the management of Auren Participações and Auren Operações.

The approved Reverse Incorporation or Phase 1 is subject to certain suspensive conditions customary in this type of transaction ("Suspensive Conditions"), including, but not limited to, approval by the Brazilian Electricity Regulatory Agency (ANEEL), as well as consents and authorizations from third parties, and to the occurrence of the date on which the Reverse Incorporation or Phase 1 will become fully effective, without the need for additional formalities ("Closing Date"), as provided in the Protocol and Justification.

Upon fulfillment of the Suspensive Conditions and implementation of the Reverse Incorporation or Phase 1, on the Closing Date, Auren Participações will be extinguished and succeeded, without interruption, by Auren Operações, on a universal basis, in all rights and obligations, so that Auren Operações will become directly controlled by Auren Energia.

Phase 2 – Step 1 and Phase 2 – Step 2 remain under study by Auren Energia and are subject to the necessary approvals for their implementation.

In compliance with RCVM 78, the main terms and conditions of the Reverse Incorporation or Phase 1 are described below:

1. Identification of the companies involved in the transaction and brief description of their activities

1.1. Auren Participações

Auren Participações is a corporation, headquartered in the city of São Paulo, State of São Paulo, at Avenida Dra. Ruth Cardoso, No. 8,501, 2nd floor, room 2, Pinheiros, ZIP Code 05425-070, registered with the CNPJ under No. 37.663.076/0001-07, and registered with the CVM as a publicly-held company, category "B", under No. 02564-0.

The corporate purpose of Auren Participações comprises: (i) participating in other companies as a partner or shareholder; (ii) studying, planning, designing, producing, commercializing, building, executing and operating: (a) systems for the generation, transmission and commercialization of energy, derived from the use of rivers and other energy sources, including but not limited to renewable sources such as solar, wind and biomass, as well as the installation and implementation of independent power generation projects, operation and maintenance of

plants, related works and buildings, and the purchase and import of equipment for energy generation; (b) storage dams, locks and other projects aimed at the multiple use of water and their beds and reservoirs; and (c) plans and programs for research and development of new energy sources and vectors, directly or in cooperation with other entities; (iii) exploring, developing, producing, importing, exporting, processing, treating, transporting, loading, storing, packaging, operating and maintaining activities related to the supply, distribution and commercialization of fuels for power generation, including liquefaction and regasification; (iv) providing any services; and (v) developing other related activities of interest to Auren Participações.

1.2. Auren Operações

Auren Operações is a corporation, headquartered in the city of Bauru, State of São Paulo, at Rodovia Comandante João Ribeiro de Barros, Km 343+95, no number, Room 7, Distrito Industrial Marcus Vinicius Feliz Machado, ZIP Code 17039-800, registered with the CNPJ under No. 00.194.724/0001-13, and registered with the CVM as a publicly-held company, category “A”, under No. 02617-4.

The corporate purpose of Auren Operações comprises: (i) studying, planning, designing, producing, commercializing, building, executing and operating: (a) systems for the generation, transmission and commercialization of energy derived from the use of rivers and other energy sources, including, without limitation, renewable sources such as solar, wind and biomass, as well as non-renewable and thermoelectric sources of any kind, as well as to carry out any activities related to such purpose, including the installation and implementation of independent power generation projects, the operation and maintenance of power plants, related works and buildings, and the purchase and import of equipment for power generation; (b) storage dams, locks and other projects aimed at the multiple use of water and their riverbeds and reservoirs; and (c) plans and programs for the research and development of new energy sources and vectors, either directly or in cooperation with other entities; (ii) to explore, develop, produce, import, export, process, treat, transport, handle, store, package, operate and maintain activities related to the supply, distribution and commercialization of fuels intended for power generation, including liquefaction and regasification; (iii) to provide any and all services, in compliance with the provisions of the Concession Agreement; and (iv) to participate in other companies as a partner or shareholder, provided that the corporate purpose of such companies falls within the scope of items (i) to (iii).

2. Description and purpose of the transaction

The Reverse Incorporation consists of the incorporation of Auren Participações into Auren Operações. Considering that the entire share capital of Auren Participações and Auren Operações is held, directly and indirectly, respectively, by Auren Energia S.A., the Reverse Incorporation is expected to bring significant administrative, economic and financial benefits to the companies involved, enabling the rationalization and organization of the operational and

corporate structure, as well as their respective indebtedness, and, consequently, the consolidation and reduction of costs and expenses.

3. Main benefits, costs a risks of the Transaction

3.1. Benefits

The implementation of the Reverse Incorporation, within the context of the Corporate Reorganization, is expected to provide the following benefits:

- (i) Rationalization and simplification of the corporate structure of the parties and, consequently, the consolidation and reduction of combined operating costs and expenses;
- (ii) Integration of the business resources and equity involved in the parties' operations, enabling improved management of operations, assets and cash flows, thereby optimizing the use of operational and financial resources and, consequently, enhancing the benefits derived from the corporate activities carried out by the companies involved;
- (iii) Rationalization and simplification of management, contributing to the future expansion of the combined business activities;
- (iv) Concentration of hydroelectric assets into a single investment vehicle of Auren Energia, enabled upon completion of the Corporate Reorganization;
- (v) Rationalization and simplification of the corporate structure of the parties' group, enabling a reduction in the number of publicly-held companies within the group and increasing efficiency in cash and debt management.

3.2. Estimated Costs

The total costs and expenses for the implementation and completion of the Reverse Incorporation, including fees of legal advisors, appraisers and auditors, as well as costs related to the execution and publication of corporate acts, are estimated at approximately BRL 1,100,000.00 (one million one hundred thousand Brazilian reais), excluding any potential disbursements incurred in connection with obtaining third-party approvals required for the implementation of the Reverse Incorporation.

3.3. Risks

Considering that Auren Participações is the sole shareholder of Auren Operações, the parties understand that the Reverse Incorporation does not increase the parties' risk exposure.

4. Share exchange ratio

Pursuant to the Protocol and Justification, the Reverse Incorporation will be carried out without a share exchange ratio, since, on the Closing Date, all shares issued by Auren Operações and held by Auren Participações will be canceled and replaced with an equal number of shares issued to the sole shareholder of Auren Participações.

5. Criteria for determining the exchange ratio

Not applicable, as there will be no share exchange ratio.

6. Main assets and liabilities comprising each portion of the net equity, in the event of a spin-off

Not applicable, as there will be no spin-off.

7. Whether the transaction has been or will be submitted for approval by Brazilian or foreign authorities

Considering that the Reverse Incorporation will result in a change in the direct corporate control of a company holding a concession and/or authorization within the electric power sector, the completion of the Reverse Incorporation will be subject to prior approval by ANEEL, pursuant to Article 5 of ANEEL Normative Resolution No. 948, dated November 16, 2021.

8. In transactions involving parent companies, subsidiaries or companies under common control, the share exchange ratio calculated in accordance with Article 264 of Law No. 6,404/1976

The valuations of the net equity of the parties for purposes of the comparative share exchange ratio provided for in Article 264 of the Brazilian Corporations Law are not applicable to the Reverse Incorporation, since: (i) the Reverse Incorporation will be carried out without a share exchange ratio; and (ii) there are no non-controlling shareholders in Auren Participações and Auren Operações to be protected.

9. Applicability of Withdrawal Rights and Reimbursement Amount

Pursuant to Articles 136 and 137 of the Brazilian Corporations Law, the current shareholder of Auren Operações shall not be entitled to withdrawal rights as a result of the approval of the Reverse Incorporation.

Furthermore, considering that the entire share capital of Auren Participações and Auren Operações is held, directly and indirectly, respectively, by Auren Energia S.A., which has already previously expressed its consent to the management of the Companies regarding the Reverse Incorporation, no dissent is expected in relation to the resolution of the general meeting of

Auren Operações approving the implementation of the Reverse Incorporation, pursuant to Articles 230 and 137 of the Brazilian Corporate Law.

10. Other relevant information

Pursuant to the Protocol and Justification, the effects of the Reverse Incorporation will be subject to the cumulative fulfillment, or waiver, as applicable, of certain Suspensive Conditions, including the obtaining of approval from ANEEL and from the debenture holders, as set forth in the Protocol and Justification.

The Closing Date will be mutually agreed in writing between the parties, in accordance with the Protocol and Justification, at which time all acts necessary for the implementation of the Reverse Incorporation will be carried out, including the holding of meetings of the boards of directors of the parties to confirm the fulfillment, or waiver, as applicable, of the Suspensive Conditions, and the execution of a closing term confirming the satisfaction of the Suspensive Conditions and the determination of the Closing Date.

Further information regarding the Reverse Incorporation will be duly disclosed on the websites of CVM (<https://www.gov.br/cvm/pt-br>), B3 S.A. – Brasil, Bolsa, Balcão (<http://www.b3.com.br>) and the Auren Energia group (<https://ri.aurenenergia.com.br/>).

São Paulo/SP, April 14, 2026.

Mateus Gomes Ferreira

Investor Relations Officer of Auren Participações and Auren Operações
Finance VP and Investor Relations Officer of Auren Energia

João André Guillaumon Neto

Chief Executive and Investor Relations Officer of CESP