

AUREN ENERGIA S.A.

Publicly-Held Company

Corporate Taxpayer's ID (CNPJ/ME): 28.594.234/0001-23

Company Registry (NIRE): 35.300.508.271 | CVM Code: 26620

MINUTES OF THE BOARD OF DIRECTORS' MEETING

HELD ON FEBRUARY 16, 2023

1. **DATE, TIME, AND VENUE:** February 16, 2023, at 6:00 p.m., at the registered office of Auren Energia S.A. ("Company"), located at Avenida Dra. Ruth Cardoso, 8.501, 2º andar, sala 11, Edifício Eldorado Business Tower, Pinheiros, in the City and State of São Paulo, CEP 05425-070, and by videoconference.
2. **CALL NOTICE AND ATTENDANCE:** The Call Notice was sent to the members of the Board of Directors under article 23, paragraph 1, of the Company's Bylaws. The majority of the members of the Board of Directors attended the meeting, according to article 23, paragraph 4 of the Company's Bylaws, namely Fabio Rogério Zanfelize, João Henrique Batista de Souza Schmidt, Mateus Gomes Ferreira, Ricardo Szlejf, and Sérgio Ricardo Romani.
3. **PRESIDING BOARD:** Mr. Mateus Gomes Ferreira presided over the meeting and invited Mr. Carlos Curci Neto to act as secretary.
4. **AGENDA:** The members of the Company's Board of Directors met to analyze, discuss, and resolve on the following agenda: (i) the Company's financial statements, accompanied by the respective explanatory notes and the independent auditor's report ("Financial Statements"), management accounts and management report ("Management Report") for the fiscal year ended December 31, 2022, to be submitted to the analysis, discussion, and voting at the Company's general meeting; (ii) management proposal, to be submitted to the analysis, discussion, and voting at the Company's general meeting, for the allocation of the Company's profit related to the fiscal year ended December 31, 2022; and (iii) the authorization for the Company's executive officers to perform all the necessary acts to implement the aforementioned resolutions.
5. **RESOLUTIONS:** After discussing the matters on the agenda, the members of the Company's Board members present resolved, by a unanimous vote, the following:

5.1. To approve, with the abstention of Mr. Fábio Rogério Zanfêlice, the Financial Statements and Management Report, to be submitted to the analysis, discussion, and voting at the Company's general meeting, according to the copies filed at the Company's headquarters, under the proposal for the allocation of profits in item 5.2 below.

5.2. To approve the management proposal, to be submitted to the analysis, discussion, and voting at the Company's general meeting, for the allocation of the profits for the fiscal year ended on December 31, 2022, according to the copies filed at the Company's headquarters.

5.2.1. To register the proposition of distribution of the net income for the fiscal year ended on December 31, 2022, totaling R\$2,674,399,661.33 (two billion, six hundred and seventy-four million, three hundred and ninety-nine thousand, six hundred and sixty-one reais and thirty-three centavos), as follows:

(i) R\$133,719,983.07 (one hundred and thirty-three million, seven hundred and nineteen thousand, nine hundred and eighty-three reais and seven centavos), corresponding to 5% (five percent) of net income for the year, to be allocated for the creation of the Company's legal reserve, under article 193 of Brazilian Corporation Law;

(ii) Distribution of dividends totaling R\$1,500,000,000.00 (one billion and five hundred million reais), equivalent to R\$1.50 (one real and fifty centavos) per share, to be submitted to a resolution at the Company's general meeting, considering: **(i)** mandatory dividends, totaling R\$635,169,919.57 (six hundred and thirty-five million, one hundred and sixty-nine thousand, nine hundred and nineteen reais and fifty-seven centavos), corresponding to 25% (twenty-five percent) of the adjusted net income for the year; and **(ii)** additional dividends, totaling R\$864,830,080.43 (eight hundred and sixty-four million, eight hundred and thirty thousand, eighty reais and forty-three centavos).

(iii) R\$1,040,679,678.26 (one billion, forty million, six hundred and seventy-nine thousand, six hundred and seventy-eight reais and twenty-six centavos), corresponding to 38.91% (thirty-eight point ninety-one percent) of the net income for the year, allocated to the Company's Investment Reserve, under article 41, paragraph 2, (vi) of the Company's Bylaws.

5.2.1.1. Declare that the dividends included in the aforementioned proposal, if approved, shall be paid according to the existing shareholding positions on the closing of B3's trading session on May 04, 2023 (base date), respecting the trading transactions carried out until said date, including such date, with the Company's shares trading "*ex-dividends*" as of May 05, 2023, including this date.

5.2.1.2. Declare that the payment of dividends included in the aforementioned proposal, if approved, shall be paid in Brazilian local currency on May 15, 2023.

5.2.1.3. Declare that the amounts of the dividends proposed herein, if approved, shall not be subject to monetary restatement or remuneration from the proposal date and/or declaration date until the effective payment date.

5.2.2. Declare that the Company informs that during the fiscal year, it will analyze the appropriate distribution of additional dividends in the fourth quarter of this fiscal year, in the same amount of the dividends proposed herein to be approved at the general meeting, as mentioned above. Any distribution of additional dividends shall be subject to the appropriate financial conditions of the Company and other factors that may affect or impact its business, as well as proper corporate approvals.

5.3. Declare that, under the terms and deadlines of the applicable law and regulations, the Financial Statements and Management Report, as well as the management proposal for the allocation of the profits for the 2022 fiscal year, will be timely disclosed.

5.4. Approve the authorization for the Company's executive officers to perform all the necessary acts to implement the aforementioned resolutions.

6. CLOSURE: There being no further business to discuss, the meeting was adjourned for the drawing up of these minutes, which were read, found to be in compliance, and signed by all the members of the Board of Directors. **Presiding Board:** Mateus Gomes Ferreira - Chair; Carlos Curci Neto - Secretary. **Board Members:** Fabio Rogerio Zanfelic, João Henrique Batista de Souza Schmidt, Mateus Gomes Ferreira, Ricardo Szlejf, and Sérgio Ricardo Romani. **This is a free translation of the original minutes drawn up in the Company's records.**

São Paulo, February 16, 2023.

Presiding Board:

[Electronically signed document]

Mateus Gomes Ferreira
Chair

Carlos Curci Neto
Secretary