

Annual Shareholders Meeting
to be held on 04/30/2026

Management Proposal



Neogrid

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NEOGRID PARTICIPAÇÕES S.A.
Publicly-Held Company
CNPJ No. 10.139.870/0001-08 NIRE 42300036510

Dear Shareholders,

The management of **NEOGRID PARTICIPAÇÕES S.A.**, a publicly-held company headquartered at Avenida Santos Dumont, n.º 935, 1º andar, Bairro Santo Antônio, CEP 89.218105, in the City of Joinville, State of Santa Catarina, registered with CNPJ No. 10.139.870/0001-08 ("Company" or "Neogrid"), registered with the Brazilian Securities and Exchange Commission ("CVM") as a publicly-held company category "A", with its shares admitted to trading in the special listing segment called Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("B3"), pursuant to Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law."), and CVM Resolution No. 81, of March 29, 2022, as amended ("CVM Resolution 81/22"), presents V.Sas. this Management Proposal ("Proposal"), containing its proposals regarding the matters on the agenda of the Annual Shareholders Meeting to be held on April 30, 2026, at 3:30 p.m., exclusively digitally ("ASM"):

A. Appraisal of the managers' accounts, financial statements and management report for the fiscal year ended December 31, 2025.

The financial statements for the fiscal year ended December 31, 2025 were disclosed on March 25, 2026 on the websites of CVM, B3 and the Company (<https://ri.neogrid.com>), through the DFP Online Module of the Empresas.NET System, waiving publication in a newspaper as provided for in Circular/Annual Letter-2026-CVM/SEP, as a result of article 294-A of the Brazilian Corporation Law and CVM Resolution No. 166, of 1 September 2022

The managers' comments on the Company's financial situation, required by Article 10, item III, of CVM Resolution 81/22 are set out in **Exhibit I** to this Proposal.

Based on the Independent Auditors' Report, the Company's Management recommends to the ASM the full approval of the management accounts and the Company's financial statements for the fiscal year ended December 31, 2025.

B. Resolution on the allocation of the results of the fiscal year ended on December 31, 2025.

Considering that the Company recorded accounting losses in the fiscal year ended December 31, 2025, the losses will be fully absorbed by the Company's profit reserves, pursuant to article 189, sole paragraph, of the Brazilian Corporation Law., and the deliberation regarding the allocation of the result of the year is impaired.

The Company fails to submit the information referred to in Exhibit A of CVM Resolution 81/22, pursuant to article 10, sole paragraph, II, of CVM Resolution 81/22, and item 3.4.2.1(g) of Circular/Annual Letter-2026-CVM/SEP, as authorized by the decision of the CVM Board in CVM Proceeding No. RJ2010/14687, of September 27, 2011.

C. Approval of the global annual compensation of the Company's management for the fiscal year of 2026.

The management proposes the approval of the global amount of the annual compensation of the Company's managers for the fiscal year of 2026 in the amount of up to R\$ 14,000,000. (fourteen million reais). The management informs that the period referred to in this indicated remuneration proposal comprises the fiscal year 2026, on an accrual basis, regardless of the fiscal year in which the amounts are effectively paid to the managers.

The proposed amount includes pro-labore, salaries, benefits and short- and long-term variable compensation, and the Board of Directors is responsible for distributing this amount among the Company's managers.

Management understands that the amount proposed for the global annual compensation of managers for the fiscal year 2026 is compatible with the amounts usually paid by the market and with the criteria and conditions adopted by the Company for the composition of the compensation of its managers. Management also notes that variable compensation considers the maximum bonus potential, which is linked to the achievement of expansion goals and profitability of the Company's operations, in addition to expenses with long-term incentive plans.

The information on the compensation of managers required by article 13, item II, of CVM Resolution 81/22 is available in **Annex II** to this Proposal.

General Information:

- 1.** The documents and information related to the matters to be discussed at the ASM are available to shareholders at the Company's headquarters, as well as on the *websites* of the Brazilian Securities and Exchange Commission (www.cvm.gov.br), B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Company (ri.neogrid.com), in accordance with the provisions of the Brazilian Corporation Law and CVM Resolution 81/22.
- 2.** Shareholders may participate in the ASM through: **(i)** a digital platform to be made available by the Company for access on the day and time of the ASM; or **(ii)** a remote voting ballot, pursuant to CVM Resolution 81/22.
- 3.** Pursuant to paragraph 4 of article 5 of CVM Resolution 81/22, the Company clarifies that it chose to hold the ASM exclusively digitally, as it believes that this modality allows the participation of a larger number of shareholders, without the need for them to travel to the Company's

headquarters, encouraging their participation, in addition to reducing the costs for participation and holding the conclave.

4. To participate in the ASM through the digital platform, shareholders must send to the e-mail ri@neogrid.com, a request for access accompanied by the following documents: **(i)** identity document of the shareholder or his representative; **(ii)** documents proving the powers of the representative of the legal entity shareholder or of the manager or administrator in the case of investment funds; and **(iii)** power of attorney instrument, duly regularized in accordance with the law, in the event of representation of the shareholder by an attorney-in-fact. The request for access and the documents mentioned herein must be received by the Company **by 3:30 p.m. on April 28, 2026**.

5. To participate in the ASM by means of a remote voting ballot, pursuant to CVM Resolution 81/22, shareholders must: **(i)** forward the remote voting ballot directly to the Company; or **(ii)** send instructions for filling out the remote voting ballot to service providers for collecting and transmitting instructions for filling out the remote voting ballot, namely: **(a)** the shareholder's custodian, if the shares are deposited in a central depository; **(b)** the financial institution hired by the Company to provide securities bookkeeping services, pursuant to articles 27 and 34, paragraph 2, of the Brazilian Corporation Law, and the specific regulations on the subject, if the shares are not deposited in a central depository; or **(c)** the central depository in which the shares are deposited. The remote voting ballot must be received up to 4 (four) days before the date of the ASM, that is, **until April 26, 2026 (inclusive)**.

6. At this ASM, as a way to facilitate participation, the Company will waive the notarization of signature and/or consularization or apostille of the documents to be presented by the shareholders (except in the case of the remote voting ballot, in which it is necessary to authenticate the signature or signature with e-CPF – Digital Certificate linked to ICP-Brasil).

7. The guidelines and procedures applicable to both types of participation mentioned in the items above, as well as the other instructions related to the ASM are detailed in the Participation Manual, which is available to shareholders at the Company's headquarters and on the *websites* of the Brazilian Securities and Exchange Commission (www.cvm.gov.br), B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Company (ri.neogrid.com).

8. Pursuant to item I-A of article 5 of CVM Resolution 81/22, the Company informs that the request for the installation of the Company's Fiscal Council may be made by the Company's shareholders holding at least two percent (2%) of the total common shares of the Company, in line with the provisions of article 4 of CVM Resolution No. 70, of 22 March 2022, as amended.

Joinville, March 30, 2026.

MIGUEL ABUHAB

Chairman of the Board of Directors

EXHIBIT I – MANAGERS' COMMENTS ON THE COMPANY'S FINANCIAL SITUATION

(according to CVM Resolution 87/2022, Annex C)

2.1 – Directors' Comments

The financial information included in items 2.1 to 2.11 of this Form, except when expressly excepted, refers to the Company's consolidated financial statements for the fiscal year ended December 31, 2025 ("Financial Statements").

The Financial Statements were prepared in accordance with the accounting practices adopted in Brazil, including the pronouncements, interpretations and guidelines issued by the Accounting Pronouncements Committee (CPC) and the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB) (currently referred to by the IFRS Foundation as "IFRS Accounting Standards"). in addition to the interpretations issued by the IFRS Interpretations Committee (IFRIC Interpretations) or its predecessor body, Standing Interpretations Committee (SIC Interpretations), applicable to companies in Brazil registered with the Brazilian Securities and Exchange Commission ("CVM").

Certain tables in this Form contain the terms "AH" and "AV" which stand for "Horizontal Analysis" and "Vertical Analysis", respectively. The Horizontal Analysis compares ratios or items of the same item between different periods, while the Vertical Analysis represents (i) the percentage of a given account in relation to net revenues for the periods applicable to the results of operations, or (ii) the ratio between the value of each account and the total assets/liabilities and shareholders' equity, on the dates applicable to the balance sheet.

The Financial Statements are available on the Company's website (ri.neogrid.com) and on the CVM website (www.cvm.gov.br).

a. General financial and equity conditions

An overview

The Executive Officers understand that the Company has adequate financial and equity conditions to implement its business plan and meet its short and long-term obligations, based on the following aspects:

Indebtedness

The Company's net debt is calculated based on the Financial Statements. The following table shows the Company's net indebtedness in the fiscal year ended December 31:

Financial indicators (R\$ thousand)	2025	2024
Gross Indebtedness	6.580	8.440
Cash and Cash Equivalents and Financial Investments	130.680	142.568
Net Debt	(124.100)	(134.128)

The variation in the Company's Net Indebtedness between the years analyzed is

mainly due to the reduction in the balances of Cash and Equivalents and Financial Investments, as detailed below.

Cash availability

As of December 31, 2025, the Company presented a cash balance and short-term financial investments of R\$130.7 million, compared to R\$142.6 million on December 31, 2024.

The reduction in cash and short-term financial investments was mainly due to payments related to acquisitions (R\$14,310), investment in intangible assets (R\$6,549) via capitalization of expenses, debt amortization (R\$1,860) and repurchase of shares issued by the company itself (R\$1,429).

Financial Indicators

Current liquidity is calculated using the ratio of current assets to current liabilities. The variation in this ratio when compared between December 31, 2025 and 2024 is due to the reduction in cash balances and financial investments, as described above, and the payments of installments, as well as earn-out adjustments payable related to acquisitions of companies carried out by the Company in recent years.

Financial indicators (R\$ thousands)	31/12/2025	31/12/2024
Current Assets	204.217	221.918
Current Liabilities	61.865	77.528
Current Liquidity	3,30	2,86

b. Capital Structure

The Company's executive officers understand that its current capital structure, measured mainly by the ratio of its total liabilities to its shareholders' equity, presents adequate levels of leverage.

As of December 31, 2025, the Company's shareholders' equity was R\$442.3 million, compared to R\$453.0 million on December 31, 2024. The oscillation was mainly due to the exchange rate variation of investees located abroad and the result of the year.

The Company's capital structure was composed of 78.38% equity (shareholders' equity) and 21.62% third-party capital (total liabilities), while as of December 31, 2024 it was composed of 74.64% equity and 25.36% third-party capital, as evidenced by the following table:

Investment indicators (R\$ thousand)	On December 31,			
	2025	AV%	2024	AV%
Shareholders' Equity	442.302	78,38%	452.974	74,64%
Total Liabilities	121.982	21,62%	153.904	25,36%
Total	564.284	100,0%	606.878	100,0%

The Company's executive officers constantly monitor the relationship between equity and third-party capital in order to maintain an optimal ratio that provides a higher return on the capital invested by the Company's shareholders without

depreciation of its liquidity, thus seeking the sustainability of its business in the long term.

c. Ability to pay in relation to the financial commitments assumed

The directors believe that the Company has the capacity to pay all of its short and long-term financial commitments. This situation can be verified through current liquidity ratios (calculated by dividing current assets by current liabilities) and indebtedness ratios (calculated by dividing net debt – short and long-term loans and financing minus cash and cash equivalents and financial investments – by EBITDA in the last 12 months).

The Company believes that the maintenance of its economic and financial health is a consequence of the value that its technology delivers to the customer, the robust and resilient customer base and its important capacity for innovation.

d. Sources of financing for working capital and investments in non-current assets used

In the current and previous fiscal years, the Company has used its shareholders' resources and the generation of its own cash to finance its capital needs.

In fiscal year 2025, the Company's operations generated net cash of R\$14.5 million, compared to a generation of R\$1.9 million in 2024, while its financing activities were responsible for a net cash application of R\$8.6 million, compared to an investment of R\$17.5 million in 2024.

For more information on the Company's financing through loans from financial institutions, see item "f" below.

e. Sources of funding for working capital and investments in non-current assets that you intend to use to cover liquidity shortfalls

As of the date of this Form, we do not foresee resource needs that cannot be supported with the current or future resources that the Company may have.

If additional funds are needed to cover short-term liquidity shortfalls, the Company may consider anticipating receivables and/or raising funds from financial institutions in Brazil and abroad and in the Brazilian capital market.

f. Debt levels and the characteristics of such debts

As of December 31, 2025, the balance of the Company's loans and financing was R\$6.6 million, compared to R\$8.4 million in 2024. Net debt is calculated by the sum of loans and financing recorded in current and non-current liabilities, less the amounts recorded as cash and cash equivalents and financial investments, and totaled (R\$124.1) million on December 31, 2025, compared to (R\$134.1) million in 2024.

The main characteristics of the Company's net debt, based on its consolidated financial statements, are indicated in the table below:

Modalidade	Moeda	Encargos em 2025	Ano de vencimento	Controladora		Consolidado	
				31/12/2025	31/12/2024	31/12/2025	31/12/2024
FINEP	Real	TJLP+4,5% a.a.	2029	6.580	8.440	6.580	8.440
				6.580	8.440	6.580	8.440
Passivo Circulante				2.091	2.042	2.091	2.042
Passivo Não Circulante				4.489	6.398	4.489	6.398

i. Relevant loan and financing agreements

The Company has a single financing agreement in force with FINEP.

ii. Other long-term relationships with financial institutions

In the current and previous fiscal year, the Company did not have any other long-term relationships with financial institutions other than those mentioned in its Financial Statements and respective explanatory notes.

iii. Degree of subordination between debts

The active loan agreement with Finep has bank guarantee letters as collateral. For more information, see note 18 of the 2025 Financial Statements.

In the event of any creditors' concurrence, the degree of subordination between the debts of the Company and its subsidiaries shall follow the order of preference provided for in article 83 of Law No. 11,101, of February 9, 2005, that is, labor credits, secured credits, tax credits and unsecured credits, respectively.

iv. Any restrictions imposed on the issuer, in particular, in relation to indebtedness limits and contracting of new debts, the distribution of dividends, the sale of assets, the issuance of new securities and the sale of corporate control, as well as whether the issuer has been complying with these restrictions

The Company does not have any restrictions regarding the indebtedness limit and contracting of new debts, the distribution of dividends, the sale of assets, the issuance of new securities and the sale of corporate control.

g. Limits of financing contracted and percentages already used

The Company does not have, in the current and previous fiscal year, any loans and financing for long-term projects (project finance) with utilization limits available for use.

h. Significant changes in items on the income statement and cash flow statement

The financial information contained and analyzed below is derived from the Company's Financial Statements for the fiscal year ended December 31, 2025. For more information on the referred representation, see item 2.11 of this Annex.

INCOME STATEMENTS

The Company presents below the explanations of the main variations that occurred and the explanations of its results, based on its financial statements:

DISCUSSION OF THE MAIN CHANGES IN THE INCOME STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019:

R\$ thousand	2025	AV %	2024	AV %
Net sales revenue	270.844	100,0%	274.098	100,0%
Cost of services provided	(110.664)	-40,9%	(111.790)	-40,8%
Gross result	160.180	59,1%	162.308	59,2%
Operating revenues (expenses)	(169.580)	-62,6%	(202.687)	-73,9%
Selling expenses	(43.260)	-16,0%	(50.598)	-18,5%
General and administrative expenses	(72.772)	-26,9%	(77.905)	-28,4%
Research and development	(61.353)	-22,7%	(57.998)	-21,2%
Granted options recognized	(414)	-0,2%	(5.712)	-2,1%
Other net gains/(losses)	(8.219)	-3,0%	(10.474)	-3,8%
Operating Result	(9.400)	-3,5%	(40.379)	-14,7%
Financial revenues	14.154	5,2%	15.974	5,8%
Financial expenses	(6.398)	-2,4%	(8.695)	-3,2%
Net exchange rate variation	1.567	0,6%	(3.830)	-1,4%
Financial income (expenses), net	9.323	3,4%	3.449	1,3%
Result before income tax and social contribution	(77)	0,0%	(36.930)	-13,5%
Current income tax and social contribution	(473)	-0,2%	(293)	-0,1%
Deferred income tax and social contribution	(4.833)	-1,8%	3.407	1,2%
Net profit for the year	(5.383)	-2,0%	(33.816)	-12,3%
Net profit for the year	(5.383)	-2,0%	(33.816)	-12,3%
Other comprehensive results	(5.536)	-2,0%	11.451	4,2%
Comprehensive result for the year	(10.919)	-4,0%	(22.365)	-8,2%

Net Operating Income

In 2025, revenue totaled R\$ 270.8 million, representing a 1.2% reduction compared to 2024, with a 97.8% recurrence of SaaS contracts.

The decline in revenue was fundamentally explained by the reduction in international operations, as widely communicated to the market in the quarterly earnings releases for previous years throughout the second half of 2025. In addition, the administration has favored a commercial model with greater emphasis on recurring contracts, a movement that tends to compress service revenues as new projects are structured under this new format.

Cost of Services Provided

In 2025, costs totaled R\$110.7 million compared to R\$111.8 million in 2024, a reduction of 1.0%. The reduction in costs in the period is mainly the result of operational efficiency efforts, with a reduction in personnel costs, partially offset by costs with higher labor charges due to the payroll tax exemption.

Gross Result

Due to the variations mentioned above, we had a reduction of 1.3% in the result in 2025 compared to 2024, representing a decrease of R\$ 2.1 million.

Operating Revenues (Expenses)

In the period ended December 31, 2025, the Company's operating expenses decreased by 16.3%, from R\$ 202.7 million in 2024 to R\$ 169.6 million in 2025, representing a reduction of R\$ 33.1 million. This reduction reflects the Company's efforts to maximize net margin, even with the reduction in net revenue, as detailed below:

Business expenses

The Company's commercial expenses decreased by R\$7.3 million or 14.5%, reaching R\$43.3 million on December 31, 2025, compared to R\$50.6 million in the same period of 2024. The reduction is a continuation of the more economical model in commercial expenses with corporate events, there was also a greater capture of structural gains throughout the 2025 fiscal year that reflect a reduction in personnel expenses.

Administrative expenditure

The Company's administrative expenses decreased by R\$5.1 million or 6.6%, reaching R\$72.8 million on December 31, 2025, compared to R\$77.9 million in the same period of 2024. The annual reduction reflects the gains in personnel efficiency obtained during the 2025 fiscal year, partially offset by the effect of the progressive payroll tax relief. There were occasional increases in costs with third parties and consultancies, with no relevant impact on the improvement trend observed in the annual view, and there were variations that refer mainly to the dynamics of provisions and allocation of expenses during the year.

Research and development

The Company's research and development expenses increased by R\$3.3 million or 5.7%, reaching R\$61.3 million on December 31, 2025, compared to R\$58.0 million in the same period of 2024. The evolution of expenses is a reflection of the lower share of expenses with software development added (capitalized) in intangible assets.

Granted restricted options and shares recognized

Expenses with share grant plans decreased by R\$5.3 million or 92.8%, reaching R\$0.4 million on December 31, 2025, compared to R\$5.7 million in the same period of 2024. The reduction was mainly due to the expiration of the first vesting of the restricted share grant plan during 2025 and recompositions in Neogrid's executive board.

Other net income (expenses)

In 2025, the Company's other net revenues totaled R\$8.2 million, compared to net expenses of R\$10.5 million in 2024. The increase in revenues is mainly related to the reversal of earn-out in 2025 in the amount of R\$9.9 million, while in 2024 there was impairment of intangible assets in the amount of R\$27.7 million, partially offset by the reversal of earn-out in the amount of R\$20.1 million that year.

Earnings Before Financial Revenues and Expenses

The Company's earnings before financial revenues and expenses went from a negative result of R\$ 40.4 million in 2024 to a negative result of R\$ 9.4 million in 2025, representing a reduction of R\$ 31.0 million. This decrease was due to the variations mentioned above, highlighting that in 2024 we had R\$ 27.7 million in impairment adjustment

Financial result

The Company's financial result increased by R\$ 5.9 million, from a net result of R\$ 3.4 million on December 31, 2024, to R\$ 9.3 million in the same period of 2025. The increase is mainly due to lower financial expenses, due to the amortization of financing and anticipation of remaining payments from acquisitions of companies, in addition to a non-cash effect of exchange variation related to a loan agreement between the Company's subsidiaries established in Brazil and abroad.

Results Before Income Tax and Social Contribution

Due to the variations mentioned above, in fiscal year 2025, the Company's earnings before income tax and social contribution increased by R\$36.8 million, from R\$-36.9 million in 2024 to R\$-0.1 million in the same period of 2025.

Income tax and social contribution

The Company's income tax and social contribution increased by R\$8.4 million, reaching R\$-5.3 million on December 31, 2025, compared to R\$3.1 million in the same period of 2024. The increase is due to the positive result of 2025 against a negative result in 2024. In addition, there is also the effect of temporary differences, mainly caused by the increase in expenditure provisions in 2024.

Net Income for the Year

The Company's net income in 2025 increased by R\$ 28.4 million, from a loss of R\$ 33.8 million in 2024 to a loss of R\$ 5.4 million in the same period of 2025 caused by the effects mentioned above, highlighting the impairment of intangible assets in the amount of R\$ 27.7 million in 2024 in addition to the investments made that year to execute the projects provided for in the Company's strategic plan, which led to an increase in the team and personnel expenses.

BALANCE SHEET

COMPARISON BETWEEN THE BALANCES OF THE BALANCE SHEET ACCOUNTS IN THE YEARS ENDED DECEMBER 31:

R\$ thousand	2025	VA (%)	2024	VA (%)
Assets				
Circulating	204.217	36,2%	221.918	36,6%
Cash and cash equivalent	81.318	14,4%	91.238	15,0%
Short-term financial investments	49.362	8,7%	51.330	8,5%
Accounts receivable from customers	61.869	11,0%	64.974	10,7%

Taxes to be recovered	5,617	1,0%	7,529	1,2%
Down payments	1,066	0,2%	1,044	0,2%
Anticipated expenses	4,910	0,9%	5,789	1,0%
Other credits	75	0,0%	14	0,0%
Non-Circulating	360.067	63,8%	384.960	63,4%
Achievable in the long term	14.837	2,6%	19.406	3,2%
Deferred income tax and social contribution	1.995	0,4%	4.574	0,8%
Taxes to be recovered	10.688	1,9%	11.053	1,8%
Anticipated expenses	2.021	0,4%	3.646	0,6%
Other credits	133	0,0%	133	0,0%
Lease right-of-use assets	8.928	1,6%	10.087	1,7%
Fixed Assets	2.539	0,4%	3.410	0,6%
Intangible	333.763	59,1%	352.057	58,0%
Total assets	564.284	100,0%	606.878	100,0%
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities	61.865	11,0%	77.528	12,8%
Vendors and other accounts payable	26.763	4,7%	27.990	4,6%
Loans and financing	2.091	0,4%	2.042	0,4%
Social and labor obligations	15.309	2,7%	22.825	3,8%
Taxes and contributions to be collected	6.617	1,2%	6.954	1,1%
Obligations for the purchase of investments	2.446	0,4%	9.154	1,5%
Lease liability	4.966	0,9%	4.476	0,7%
Deferred revenues	3.673	0,7%	4.087	0,7%
Noncurrent Liabilities	60.117	10,7%	76.376	12,6%
Loans and financing	4.489	0,8%	6.398	1,1%
Taxes and contributions to be collected	1.725	0,3%	2.554	0,4%
Deferred income tax and social contribution	48.431	8,6%	45.930	7,6%
Obligations for the purchase of investments	-	0,0%	15.115	2,5%
Provision for contingencies	1.215	0,2%	1.286	0,2%
Lease liability	4.257	0,8%	5.093	0,8%
Shareholders' Equity	442.302	78,4%	452.974	74,6%
Share capital	469.908	83,3%	469.908	77,4%
Expenses with Equity Issues	(29.799)	-5,3%	(29.799)	-4,9%
Goodwill on Capital Transactions	(23.394)	-4,1%	(23.394)	-3,9%
Cumulative conversion adjustments	6.201	1,1%	11.737	1,9%
Options Granted	-	0,0%	5.450	0,9%
Profit Reserves	24.359	4,3%	26.258	4,3%
Treasury Shares	(4.973)	-0,9%	(7.186)	-1,2%
Total Liabilities and Shareholders' Equity	564.284	100,0%	606.878	100,0%

CASH FLOWS

COMPARISON BETWEEN THE BALANCES OF THE BALANCE SHEET ACCOUNTS IN THE YEARS ENDED DECEMBER 31:

R\$ thousand	2025	VA (%)	2024	VA (%)
Net cash (applied in) generated by the activities:				
Operational	14.531	-240,9%	1.864	8,9%
Investment	-11.961	198,3%	36.564	174,6%
Funding	-8.603	142,6%	-17.483	-83,5%
Increase (decrease) in cash balance and cash equivalents for the year	-6.003	100,0%	20.945	100,0%
Cash and cash equivalents at the beginning of the year	91.238		62.747	
Foreign exchange gains (losses) on cash and Equivalents	-3.887		7.551	
Cash and cash equivalents at the end of the Exercise	81.318		91.238	

We present below the main factors that caused the reduction:

Operational activities

Net cash generated from operating activities increased by R\$12.7 million or 679.6% in 2025 compared to the same period in 2024, from R\$1.9 million to R\$14.6 million.

As previously discussed, in 2024 the Company made investments that resulted in increased operating costs and expenses in the context of the execution of its strategic plan. In 2025, costs and expenses were stabilized in order to increase net margin and cash generation due to the decrease in revenue. In the long term, operating income growth is expected to dilute this effect.

Investment activities

Net cash invested in investment activities decreased by R\$48.5 million in 2025 compared to the same period in 2024, when generation was R\$36.6 million. The decrease was mainly due to the lower capitalization of intangibles in progress in 2025, from internally generated developments, linked to the execution of long-term strategic planning, since most of the projects were executed and completed in 2024 and early 2025. There was also a payment of R\$ 14.3 million referring to obligations arising from acquisitions and business combinations carried out by the company between 2021 and 2023.

Investment activities are impacted by redemptions of short-term financial investments. Were it not for these effects, there would be cash investments in investment activities in the amounts of R\$21.0 million in 2025 and R\$32.8 million in 2024.

Funding activities

The net cash invested in financing activities decreased by R\$8.9 million in 2025 compared to the same period in 2024. The variation is related to the Buyback Program in 2024, with a destination of R\$ 7.2 million in that period against R\$ 1.4 million in 2025.

2.2 - Operating and financial results

a. Results of the Company's operations, in particular:

I. Description of any important components of the recipe

The Company's revenue is mainly composed of monthly subscription payments for the Neogrid platform in the SaaS – *Software as a Service* model. Thus, the variations in revenue are related to the behavior of the customer base, variations in the monthly fees for the use of software, and the variation in data and documents trafficked in Neogrid's products.

As mentioned in the item of net operating revenue, revenues have varied mainly due to the decision of management, which started to favor a commercial model with greater emphasis on recurring contracts, a movement that tends to compress service revenues as new projects are structured under this new format.

The Company's revenues also suffered variations due to a more unfavorable economic scenario, especially for customers in the Brazilian retail sector, a segment in which the Company has the greatest presence, with an increase in cases of customers in the process of judicial reorganization, making it difficult to do business.

There is also a portion of the revenue arising from the provision of services, mostly related to the implementation and maintenance of the systems sold by Neogrid.

II. Factors that materially affected operating results

There was no known external factor that significantly influenced the Company's operating results in fiscal year 2025.

The Company's results of operations have been and will continue to be influenced by macroeconomic conditions and affected by factors such as: (i) inflation rate; (ii) appreciation or devaluation of the real (R\$) against the dollar (US\$); (iii) GDP growth; (iv) income distribution; (v) unemployment rate; (vi) real variation in salary; (vii) availability of credit; (viii) interest rate; and (ix) degree of consumer confidence.

The Company is inserted in the technology segment to gain efficiency in the B2B environment, providing integrated solutions in ERP's. Our operations consist mainly of providing intelligence to industry, distributors and retailers. Thus, we highlight the following impacts on our operating results resulting from macroeconomic factors:

a. Inflation Rate: For more information on the impacts of inflation on our revenue, see items 2.2(b) and 2.2(c) of this Form.

b. appreciation or devaluation of the real (R\$) against the dollar (US\$): For more information on the impacts of the exchange rate variation on our revenue, see item 2.2(c) of this Form.

c. Cost of our main inputs: Our main inputs are investments in capital goods (acquisition of equipment, hardware and software from suppliers) and people (company employees). An increase in the cost of such inputs could have a material adverse effect on our sales, margins and net income if we are unable to pass on such increase to our customers through price increases or if such increases cause a reduction in our sales.

d. investments in new product development: the Company's business depends on innovation in new solutions and technologies. Even in a scenario of economic uncertainty, the Company has maintained high investments in research and development.

b. Changes in revenues attributable to changes in prices, exchange rates, inflation, changes in volumes and the introduction of new products and services

In fiscal year 2025, the Company's net operating revenue was R\$ 270.8 million, representing a reduction of 1.2% compared to the previous year.

The Company's revenue is directly impacted by changes in the inflation rate, as a large part of the Company's contracts with its customers are indexed to inflation indexes. The main impacts on the Company's revenue variations in the current fiscal year and in the fiscal year ended December 31, 2025 are explained by the reprioritization of some markets, which impacted changes in sales volume, by the variation of the IPCA, which affects the price component in the growth of recurring revenue and the introduction of new products and services of the Company from the acquisitions that occurred in these periods.

Several services used by the Company have their values adjusted based on the variation of the IGP-M and the IPCA, including personnel expenses (salaries, charges and benefits), which are linked to the variation of the IPCA, in addition to other expenses, such as rent, which in turn are linked to the IGP-M. However, this impact is mitigated as recurring revenues are also indexed by inflation, mostly by the IPCA.

The Company's net operating income may be affected by economic changes, especially with regard to the short and long-term interest rates, inflation index and Brazilian exchange rate policy. As well as macroeconomic factors weighed significantly on our clients' decision-making in the current year. The margins of large retail and consumer companies, for example, shrank, generating pressure to adopt cost containment measures and postpone budget allocation in the contracting of various services, including data and technology.

c. Impact of inflation, price variation of the main inputs and products, exchange rate and interest rate on the operating result and financial result of the issuer, when relevant

The Company's operating results may be affected by economic changes, especially with regard to the Brazilian short and long-term interest rates, inflation index and exchange rate policy. However, historically, these changes have had an attenuated effect on the Company due to the dispersion of its installed customer base, composed of companies of practically all sizes and different sectors of activity. Several services used by the Company have their values adjusted based on the variation of the IGP-M and the IPCA, including personnel expenses (salaries, charges and benefits), in addition to other expenses, such as travel, communication and rent, which are also influenced by these inflation indexes. However, this impact is mitigated as recurring revenues are also indexed by inflation, mostly by the IPCA.

Inflation may directly and indirectly impact the costs of the offerings offered by the Company, as well as its operating expenses. The increase in inflation may negatively impact the operating result if the Company is not able to pass on these increases in expenses to end customers through the increase in prices. In addition, the increase

in inflation may lead to a depreciation of the macroeconomic scenario, reducing investments, harming new businesses and reducing the purchasing power of end customers. Therefore, the depreciation of the macroeconomic scenario may adversely affect the Company's operating results. The Company believes that it is able to pass on small variations in inflation rates to its customers, always seeking, in negotiations with suppliers, the lowest possible cost, respecting the principles of the commercial relationship.

The variation in the prices of inputs may negatively impact the Company's operating results if the Company is not able to pass on the cost increases to the end customer through the increase in the prices of the offers it sells or if such variation causes a reduction in the Company's sales.

The variation in interest rates in Brazil may indirectly influence the Company's operating results, to the extent that an eventual increase in this ratio may generate a retraction in investments in technology made by the Company's customers and potential customers. Thus, it is not possible to quantify the real impact of the variation in the interest rate on the Company's operating results. However, historically, in periods of high SELIC rate, the Company did not fail to record growth in sales.

The Company has financial investment policies that determine that investments are concentrated in low-risk assets and investments in financial institutions, without constituting concentration in the latter and always considering first-rate institutions, and are substantially remunerated based on percentages of the CDI variation.

In fiscal year 2025, financial income from income from financial investments represented 91.7% of financial revenue. The company had total loans and financing of R\$ 6.6 million linked to the CDI and IPCA.

The Company's management understands that changes in the exchange rate, inflation, the long-term interest rate (TJLP) or the interest rate would not have material impacts on the Company's profitability, as presented in the sensitivity analysis with the balances of December 31, 2025:

	31/12/2025				
	Saldos	Risco	Cenário Provável (I)	Cenário (II)	Cenário (III)
		Aumento		10,0%	20,0%
Financiamentos FINEP	R\$6.580	TJLP + 4,5% a.a.	9,01%	9,92%	10,82%
<i>Despesa Financeira estimada</i>			<i>R\$593</i>	<i>R\$653</i>	<i>R\$712</i>

2.3 - Changes in Accounting Practices/Modified Opinions and Emphases

a. changes in accounting practices that have resulted in significant effects on the information provided for in fields 2.1 and 2.2.

The following rule changes were adopted for the first time for the year beginning January 1, 2025:

- Amendment to IAS 21 - Lack of Convertibility: In August 2023, the IASB amended IAS 21 - Effects of Changes in Exchange Rates and Translation of Financial Statements, adding new requirements to help entities determine whether a currency is convertible into another currency and, if not, what spot exchange rate to use. Prior

to these changes, IAS 21 only established the exchange rate to be used when the lack of convertibility was temporary.

The changes mentioned above had no material impacts on the Company.

There are no new rules and amendments issued by the IASB and CPC effective as of January 1, 2025, in the opinion of Management, that may have a significant impact on the results or shareholders' equity disclosed by the Company and its subsidiaries.

The following policy changes were issued by the IASB but are not in effect for the 2025 fiscal year. The early adoption of standards, although encouraged by the IASB, is not allowed, in Brazil, by the Accounting Pronouncements Committee (CPC).

- Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments: On 30 May 2024, the IASB issued amendments to IFRS 9 - Financial Instruments and IFRS 7 - Financial Instruments: Disclosure to answer recent practical issues, improve understanding, as well as include new requirements applicable to companies in general and not just financial institutions.

The changes:

- (a) clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- (b) clarify and add guidance for assessing whether a financial asset meets the SPPI test, including situations where a contingent event occurs;
- (c) add new disclosures for certain instruments with contractual terms that may alter cash flows (such as some financial instruments with characteristics linked to meeting ESG targets); e
- (d) update disclosures for equity instruments designated at fair value through other comprehensive income ("FVOCI").

These changes are effective as of January 1, 2026. The Company does not expect these changes to have a material impact on its operations or financial statements.

- IFRS 18 - Presentation and Disclosure in Financial Statements: This new accounting standard will replace IAS 1 - Presentation of Financial Statements, introducing new requirements that will help achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Although IFRS 18 has no impact on the recognition or measurement of items in financial statements, its impacts on presentation and disclosure are expected to be widespread, in particular those related to the statement of financial performance and the provision of performance measures defined by management within the financial statements. Management is currently evaluating the detailed implications of applying the new standard to the Company's financial statements. From a preliminary assessment carried out, the following potential impacts were identified:

- Although the adoption of IFRS 18 will have no impact on the Group's net income, the grouping of income and expense items in the income statement in the new categories is expected to have an impact on how operating income is calculated and

disclosed.

- The line items presented in the primary financial statements may change as a result of the application of the enhanced principles on aggregation and disaggregation. In addition, as goodwill must be presented separately in the balance sheet, the Group will disaggregate goodwill and other intangible assets and present them separately in the balance sheet.

- The Group does not expect there to be a significant change in the information that is currently disclosed in the explanatory notes, as the requirement to disclose material information remains unchanged; However, the way information is grouped can change as a result of the principles of aggregation/disaggregation. In addition, there will be significant new disclosures required to:

- (i) performance measures defined by management;
- (ii) opening of the nature of certain lines of expenses presented by function in the operating category of the income statement; e
- (iii) for the first year of application of IFRS 18, a reconciliation for each line of the income statement between the values restated by the application of IFRS 18 and the values previously presented by the application of IAS 1.

- As it relates to the statement of cash flows, there will be changes in how interest received and paid is presented. The interest paid will be presented as funding cash flows and the interest received as investment cash flows.

The new rule is effective as of January 1, 2027, with retrospective application, that is, comparative information for the fiscal year of December 31, 2026 will be resubmitted in accordance with IFRS 18.

- **IFRS 19 - Subsidiaries without Public Reporting Obligation: Disclosures:** Issued in May 2024, this new standard allows certain eligible subsidiaries of parent entities that report under IFRS to apply reduced disclosure requirements. The new IFRS 19 standard is effective as of January 1, 2027. The Company does not expect these changes to have an impact on its financial statements.

These new standards and changes to standards are not expected to have a material impact on the Group's financial statements.

There are no other IFRS accounting standards or IFRIC interpretations that have not yet come into force that could have a material impact on the Group's financial statements.

b. Modified opinions and emphases present in the auditor's report

There were no caveats or emphases in the independent auditor's reports for the years 2025, 2024 and 2023.

2.4 - Events with material effects, occurred and expected, in the Financial Statements

a. Introduction or sale of an operating segment

No operating segments were introduced or sold within the scope of the Company's activities for the period ended December 31, 2025, 2024 and 2023.

b. incorporation, acquisition or sale of equity interest

On July 20, 2021, we acquired 20.69% of the capital stock of GRG Inovação e Tecnologia S.A. (Horus), in the amount of R\$ 6.0 million; and 3.45% for the price of R\$ 1.0 million paid in cash on the closing date.

On December 14, 2021, the Company acquired 51.1% of the capital stock of Predify Tech Ltda, as well as the subscription rights or option to purchase shares of the investors of the acquired company in the amount of R\$ 4.4 million.

On June 21, 2022 and April 28, 2023, the contractual conditions established with Horus were revised, resulting in the following changes:

I. Earn-Out, Loan and MRR targets were linked to the contingent consideration. Management considers that the estimate of the respective Earn Outs is R\$ 1,875 million (Explanatory Note 23);

II. Cancellation of the call option with maturity in 18 months, being replaced by a share conversion via a Loan Agreement signed between the parties pursuant to Explanatory Note 26b disclosed in the 2022 Financial Statements. Therefore, the acquisition price of this option is now linked to the value of the Loan;

III. Postponement of the call option with maturity in 30 months, to 42 months.

On December 28, 2023, Neogrid Informática acquired:

- the totality of Horus' shares. In this way, Horus becomes an indirect subsidiary. For more details on the values of the operation, see Explanatory Note 9 disclosed in the 2023 Financial Statements.

- 24.9% of the capital stock of Predify Tech Ltda, as well as the subscription rights or option to purchase shares of the investors of the acquired company. The acquisition price involves:

(i) the partial conversion of a loan between Predify Tech Ltda and Neogrid Informática Ltda, in the amount of R\$ 2.9 million.

- 24% of the share capital of Predify Tech Ltda, as well as the subscription rights or option to purchase shares of the investors of the acquired company. The acquisition price involves: (i) the payment of R\$ 1.1 million made on December 28, 2023 (closing date); (ii) additional installment due in 90 days and 180 days from the closing date conditioned to the invoicing of revenues from projects not yet delivered, in the amount of R\$ 1.3 million and (iii) payment of up to R\$ 5.5 million as Earn Out in compliance with contractual provisions, with payments made in 2025.

c. unusual events or operations

There were no unusual events or operations in the period ended December 31, 2025, 2024 and 2023 that caused or are expected to have a material effect on the Company's financial statements or results.

2.5 – Non-accounting measurements

a. Inform the value of non-accounting measurements

- EBITDA

EBITDA (*earning before interest, tax, depreciation and amortization*) is a non-accounting measure calculated by the Company in accordance with CVM Resolution No. 156, of June 23, 2022, as amended ("CVM Resolution 156/22") and consists of net income adjusted for current and deferred income tax and social contribution expenses, net financial income and depreciation and amortization expenses. EBITDA represents the Company's ability to generate operating results, as well as its ability to generate cash from its operating assets. The EBITDA margin is calculated by dividing EBITDA by net operating income.

EBITDA and EBITDA margin are not measures of financial performance recognized by the *International Financial Reporting Standards ("IFRS")* issued by the *International Accounting Standards Board (IASB)*, nor by the accounting practices adopted in Brazil, nor should they be considered in isolation, or as an alternative to net income, or as measures of operational performance, or alternative to operating cash flows, or as liquidity measures. EBITDA and EBITDA margin do not have a standard meaning and may not be comparable to similarly titled measures provided by other companies.

As of December 31, 2024, EBITDA was R\$-12,052 with a margin of -4.4% and EBITDA adjusted with extraordinary revenues and expenses was R\$1,484 and with a margin of 0.5%.

As of December 31, 2025, EBITDA was R\$22,394 with a margin of 8.3% and EBITDA adjusted with extraordinary revenues and expenses was R\$13,950 and with a margin of 5.2%.

- Gross and net indebtedness and degree of leverage

The Company's gross indebtedness is a non-accounting measure calculated by the Company according to market practice to be reconciled with the Company's financial statements, which is composed of the balance of loans and financing (current and non-current).

The Company's net indebtedness is a non-accounting measure calculated according to market practice, and can be reconciled with the Company's financial statements, which is composed of the balance of loans and financing (current and non-current) (gross indebtedness), discounted from cash and cash equivalents.

The degree of leverage, a non-accounting measure, is calculated by the formula: $\text{net debt} / (\text{net debt} + \text{equity})$.

Gross indebtedness, net indebtedness and the degree of leverage are not indicators of the Company's financial performance recognized by IFRS, nor by the accounting practices adopted in Brazil, nor should they be considered in isolation. Gross and net indebtedness and the degree of leverage do not have a standard meaning and may not be comparable to measures with similar securities provided by other companies.

On December 31, 2024, the Company presented gross debt of R\$ 8,440 and net debt

of R\$ -134,128, with a leverage degree of -29.6%.

On December 31, 2025, the Company presented gross debt of R\$ 6,580 and net debt of R\$ -124,100, with a leverage degree of -28.1%.

b. make reconciliations between the amounts disclosed and the values of the audited financial statements

- EBITDA and EBITDA Margin

Reconciliation between net income and EBITDA:

Values in R\$ thousand	31/12/2025	31/12/2024
Net income for the year (parent company)	(5,383)	(33,816)
(+) Income tax and social contribution	5,306	(3,114)
(+) Financial expenses, net	(9,323)	(3,449)
(+) Depreciation and amortization	31,794	28,327
EBITDA	22,394	(12,052)
Net Operating Income	270,844	274,098
EBITDA margin (%)	-8,3%	-4,4%
(+) Extraordinary events	(8,858)	7,824
(+) Granted options recognized	414	5,712
Adjusted EBITDA	13,950	1,484
Adjusted EBITDA Margin (%)	5,2%	0,5%

- Gross and net indebtedness and degree of leverage

Reconciliation of gross and net indebtedness and the degree of leverage:

Values in R\$ thousand	31/12/2025	31/12/2024
Loans and financing		
Circulating	2,091	2,042
Non-current	4,489	6,398
Gross debt	6,580	8,440
(-) Cash and cash equivalents	81,318	91,238
(-) Financial investments	49,362	51,330
Net debt	(124,100)	(134,128)
Net Worth	442,302	452,974
Degree of leverage	-28,06%	-29,61%

c. explain why you believe that such measurement is more appropriate for the correct understanding of your financial condition and the result of your operations

- EBITDA and EBITDA Margin

EBITDA and EBITDA Margin are the financial indicators used to evaluate the Company's results without the influence of its capital structure, tax effects of income

tax and social contribution and other accounting impacts such as depreciation and amortization, which do not have a direct impact on the Company's cash flow.

Because financial expenses and income, income tax and social contribution, depreciation and amortization are not considered for its calculation, the Company understands that EBITDA is the most appropriate indicator for performance analysis purposes, since it works as a general measure of performance as it is close to the cash generation of its economic activity. Consequently, EBITDA works as a significant tool to periodically compare operating performance, as well as to support certain decisions of an administrative nature. EBITDA allows a better understanding not only of financial performance, but also of the Company's ability to meet liabilities and to obtain resources for capital expenditures and working capital. EBITDA and EBITDA Margin, however, have limitations that hinder their use as a measure of profitability, as they do not consider certain costs arising from the business, which could significantly affect profits, such as financial expenses, taxes, depreciation, capital expenditures and other related charges. The EBITDA Margin is calculated by dividing EBITDA by net operating income.

The Company believes that the use of EBITDA as a measure of financial performance can contribute to the understanding of its financial condition and the result of its operations, in addition to allowing a comparison with other companies in the same segment.

The Company emphasizes that EBITDA is only additional information to its financial statements. Considering that EBITDA is not an accounting measure, according to the accounting practices adopted in Brazil or by the International Financial Reporting Standards (IFRS), it should not be used as (i) the basis for dividend distribution; (ii) substitute for net income; or (iii) liquidity indicator.

- Gross and net indebtedness and degree of leverage

The Company understands that gross indebtedness, net indebtedness and the degree of leverage are measures that contribute to the understanding of its financial condition, since they measure the level of financial leverage.

The Company emphasizes that gross indebtedness and net indebtedness are only additional information to its financial statements. Considering that gross indebtedness and net indebtedness are not accounting measures, according to the accounting practices adopted in Brazil or by the International Financial Reporting Standards (IFRS), they should not be used as a substitute for cash flow.

2.6 - Events subsequent to FDs

The Company's Financial Statements for the year ended December 31, 2024 were approved by the Board of Directors and issued on March 31, 2025 and resubmitted on May 15, 2025. There was no relevant subsequent event between the base date and the dates of issuance and representation.

The Company's Financial Statements for the year ended December 31, 2025 were approved by the Board of Directors on March 24, 2026 and issued on March 25, 2026, with the following relevant subsequent events:

On December 22, 2025, as disclosed in a Material Fact, reported by the press and

detailed in the Management Report, the Company was informed by the controlling shareholders and by Dalpe Gestão e Participações Ltda. that it filed, with the CVM, a request for registration of a public tender offer for the acquisition of common shares issued by the Company, for the acquisition of unified control with the offer for cancellation of registration with the CVM ("OPA").

The Tender Offer aims at the acquisition of Object Shares representing at least fifty-four percent (54%) of Neogrid's capital stock and voting capital in an amount sufficient to simultaneously reach the quorum for cancellation of registration and delisting from the Novo Mercado, subject to the terms and conditions set forth in the Tender Offer Notice.

The execution, conclusion and settlement of the takeover bid are subject to:

- (i) the approval of the request for registration of the Tender Offer by the CVM; e
- (ii) to the other conditions established in the Notice.

After certain measures and alignments between the shareholders, as disclosed to the market, the transaction is in the initial phase of registration with the CVM and B3.

It should be noted that, although relevant for disclosure purposes, it is an exclusive transaction between shareholders, with no direct relationship with the executive management and operations of the Company. Thus, there is no impact on the figures presented in these financial statements. In addition, because it depends on the approval of the regulatory body and the fulfillment of other conditions that may or may not materialize, it is not possible to estimate possible future impacts on the composition of the action or in the current structure of the Company. Observing a regular analysis process, and with no restrictions, the conclusion usually occurs, on average, in three to four months.

2.7 - Destination of social results

	2025	2024
a. Rules on Retention of Profits	<p>The Company does not have a policy establishing retention rules in addition to those provided for by law. According to Law 6,404/76, the Company may retain at least five percent (5%) for the legal reserve, until it reaches twenty percent (20%) of the capital stock. In the fiscal year in which the balance of the legal reserve plus the amounts of the capital reserves exceeds thirty percent (30%) of the capital stock, the allocation of part of the net income for the year to the legal reserve will not be mandatory. In addition, also in accordance with Law 6,404/76, the Company may withhold the amount related to the capital budget, submitted by the management bodies with the justification of the retention of profits, including the sources of funds and investments of capital, fixed or current, and may have a duration of up to five (5) fiscal years, except in the case of execution, for a longer term, of an investment project. The budget may be approved by the Annual Shareholders Meeting, which will deliberate on the balance sheet of the year reviewed annually, when it has a duration of more than one (1) fiscal year.</p>	

A.i. Profit retention amounts	Legal reserve R\$ 0; e Profit Retention Reserve: R\$ -5.4 million.	Legal reserve R\$ 0; e Profit Retention Reserve: R\$ -4.9 million.
a.ii. Percentages in relation to total declared profits	Legal reserve: 0% Minimum mandatory dividends: 0% Profit Retention Reserve: 100.00%	Legal reserve: 0% Minimum mandatory dividends: 0% Profit Retention Reserve: 14.42%
b. Rules on the distribution of Dividends	The portion corresponding to twenty-five percent (25%) of the adjusted annual net income, as provided for in Article 202 of Law 6,404/76 and Article 26 of the Company's Bylaws, will be allocated to the payment of the minimum necessary dividend.	
c. Frequency of distributions of Dividends	The distribution of dividends occurs at the end of each fiscal year. For shorter periods, the Company's Bylaws, in its Article 27, contain a provision about the possibility of distribution.	
d. Possible restrictions on the distribution of dividends imposed by legislation or by special regulations applicable to the Company, by contracts, judicial, administrative or arbitration decisions	Except for the provisions of the Brazilian Corporation Law and the provisions below, there are no restrictions on the distribution of dividends by the Company.	
e. Destination policy Results	The Company did not have a specific policy that dealt with the allocation of results, and the allocation of results was governed by the Company's Bylaws.	

2.8 – Material items not disclosed in the financial statements

a. the assets and liabilities held by the issuer, directly or indirectly, that do not appear on its balance sheet (off-balance sheet items), such as:

I. written off receivables portfolios on which the entity has not substantially retained or transferred the risks and rewards of ownership of the transferred asset, indicating their liabilities

Not applicable to the Company, given that there are no portfolios of receivables written off on which the Company maintains risks and liabilities not disclosed in the Company's balance sheets for the fiscal years ended December 31, 2025 and 2024.

II. contracts for the future purchase and sale of products or services

There are no other contracts for the future purchase and sale of products or services not disclosed in the Company's balance sheets for the fiscal years ended December 31, 2025 and 2024.

III. Unfinished Construction Contracts

Not applicable to the Company, given that there are no unfinished construction contracts not disclosed in the Company's balance sheets for the fiscal years ended December 31, 2025 and 2024.

IV. contracts for future financing receipts

Not applicable to the Company, given that in the fiscal years ended December 31, 2025 and 2024, the Company had no off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

b. Other items not disclosed in the financial statements

Not applicable to the Company, given that there are no other items not disclosed in the Company's financial statements for the fiscal years ended December 31, 2025 and 2024 that are not described in the previous item.

2.9 - Comments on items not disclosed in the financial statements

a. how such items change or may change the revenues, expenses, operating results, financial expenses or other items of the issuer's financial statements

Not applicable to the Company, given that in the fiscal years ended December 31, 2025 and 2024, the Company did not have off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

b. Nature and purpose of the transaction

Not applicable to the Company, given that in the fiscal years ended December 31, 2025 and 2024, the Company did not have off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

c. nature and amount of the obligations assumed and the rights generated in favor of the issuer as a result of the transaction

Not applicable to the Company, given that in the fiscal years ended December 31, 2025 and 2024, the Company did not have off-balance sheet items that have, or may have, a material effect on its financial condition, revenues or expenses, operating results, liquidity, investments or capital resources.

2.10 - Business Plans

a. Investments, including:

I. Quantitative and qualitative description of ongoing and planned investments

The Company's investments are directed to increase the business capacity of the Neogrid platform and for expansion within our market.

In the year ended December 31, 2025, investments in the acquisition of fixed and intangible assets totaled R\$6.7 million; expenses with research and development totaled R\$61.3 million and cash applied in investment activities was R\$12.0 million in the referred period. For the year ended December 31, 2024, investments in the acquisition of fixed and intangible assets totaled R\$23.5 million; expenses with research and development totaled R\$58.0 million and cash generated from investment activities was R\$36.6 million.

Until the end of 2025 and during the next fiscal years, the Company will continue to invest in increasing its business capacity of the Neogrid platform and expanding within its market.

The Company intends to use the available net proceeds as follows:

- I. exploration of the Company's portfolio in the current customer base through investments in *marketing* to accelerate *up-sell* and *cross-sell* in current customers;
- II. new solutions and product offerings through investments in products and technology to build new functionality that can drive more monetization for current customers and tap into business segments currently not served by current products;
- III. expansion of market share through investments in product development and marketing actions to seek customers who do not yet use Neogrid solutions;
- IV. market consolidation through the acquisition of companies operating in the same segment as the Company in order to accelerate the expansion of its market share;
- V. portfolio complementarity through investment in products that complement and/or enhance the Neogrid platform, thus expanding the offer of solutions that Neogrid delivers to the market; e
- VI. acquisition of new technologies and capabilities through investment in technological resources or tools that can enhance the products individually or even the platform as a whole, adding intelligence, know-how, or even simplifying operations in order to increase the value delivered, operational efficiency and/or reduce costs.

II. Sources of investment financing

The Company currently has a net cash position available sufficient to finance its operations and investments, which is the result of the fundraising in the Primary Offering held in 2020 and the operating generation of recurring cash.

For more information on the capital structure and financing sources, see item 2.1 of this annex.

III. relevant divestments in progress and planned divestments

There are no divestments in progress or planned.

b. Provided that it has already been disclosed, indicate the acquisition of plants, equipment, patents or other assets that should materially influence the issuer's production capacity

There are no material acquisitions other than those already reported in item 2.4 (b) of this Form.

c. New products and services, indicating:

I. Description of ongoing research already released

Development, technology and innovation are critical activities of the Company, since it acts as a software provider, which seeks to solve problems and generate value through technology. Investments in this regard direct the Company to provide increasingly performant solutions and add more and more value to customers with its solutions.

Throughout the 2023 fiscal year, the Company prepared a long-term strategic plan, which provides for investments in Research and Development to promote competitiveness gains in its portfolio. This planning, which was developed with the support of the consulting firm Bain & Company, was addressed by the Company in the 3Q23 results webinar, where the business verticals (Commercial Intelligence, Retail Execution, Supply Chain and Integration) and the respective market opportunities available for Neogrid to explore from the development of new solutions and evolution of the current portfolio were presented. resulting in solutions that are more adherent to the challenges of the participants in the consumption chains served by each business vertical.

In 2024, the Company announced the launch of new solutions such as NeoMarket, NeoDistribution and NeoRetail, components of the new Business Intelligence product suite, in addition to new launches such as PromoTrade, N.I.A. ("Neogrid Artificial Intelligence") and investments in the EDI Mercantile product.

In 2025, the Company took the first concrete steps in transforming its business model with a focus on artificial intelligence applied to the consumption and supply chain. Internally, it already has AI use cases in production in several areas, with growing adoption by teams, and a squad dedicated to mapping and developing intelligent agents to scale operations, an initiative that the Company calls "agent factory". This agenda positions Neogrid towards becoming an agency company, with the Autonomous Supply Chain as the first structural product of this new phase, an offer that integrates solutions from the Neogrid ecosystem with the objective of expanding automation and intelligence in consumption chain decisions. In the EDI Mercantile product, the solution has reached its maturation and adhesion stage, with the consolidation of a better experience for the customer base based on the new commercial model based on transaction volume.

II. Total amounts spent by the issuer on research to develop new products or services

Research expenses and software expenses totaled R\$58.0 million in the period ended December 31, 2024, representing an increase of 16.0% when compared to the period ended December 31, 2023, when they totaled R\$50.0 million.

Research expenses and software expenses totaled R\$61.3 million in the period ended December 31, 2025, representing an increase of 5.7% when compared to the period ended December 31, 2024, when they totaled R\$58.0 million.

More details on the variation of these balances can be found in item 2.1 of the Reference Form.

III. projects in development already disclosed

Neogrid carries out the formal disclosure of projects along with the launch, after going through the stages of technological development and pilot projects.

More details about Neogrid's current offerings can be found in item 1.1 of the Reference Form available on the investor relations website (ri.neogrid.com) and at the CVM (www.cvm.gov.br).

IV. total amounts spent by the issuer on the development of new products or services

In 2024, total expenses with Research and Development represented 21.2% of net revenue. Expenses with the development of important projects for the Company were capitalized, with clear prospects for return in the medium/long term, which totaled R\$ 22.5 million, representing 8.2% of net revenue.

In 2025, total expenses with Research and Development represented 22.7% of net revenue. Expenses with the development of important projects for the Company were capitalized, with clear prospects for return in the medium/long term, which totaled R\$ 6.5 million, representing 2.4% of net revenue.

d. New products and services, indicating:

A significant part of the new services provided by Neogrid consists of improvements and scope expansions of the existing product families in the Company's portfolio.

2.11 – Other factors with relevant influence

Effect of non-recurring costs related to the integration of acquisitions:

In 2024, the extraordinary costs with M&A expenses were R\$ 0.2 million. Extraordinary revenues related to the adjustments of accounts payable for earnout, of R\$20.0 million and the need for provisions for impairment of intangible assets in the amount of R\$27.7 million, were also generated.

In 2025, the extraordinary costs with M&A expenses were R\$ 0.1 million. Extraordinary revenues related to the adjustments of earnout accounts payable were also generated, of R\$ 9.9 million.

ANNEX II – PROPOSAL FOR REMUNERATION OF DIRECTORS

(according to item 8 of Annex C of CVM Resolution 87/2022)

8 - Management remuneration

8.1 – Describe the remuneration policy or practice of the board of directors, the statutory and non-statutory executive board, the fiscal council, the statutory committees and the audit, risk, financial and compensation committees, addressing the following aspects

a. Objectives of the remuneration policy or practice stating whether the remuneration policy has been formally approved, the body responsible for its approval, the date of approval and, if the issuer discloses the policy, places on the world wide web where the document can be consulted:

At the Board of Directors' Meeting held on October 19, 2020, the Company's Management Compensation Policy ("Compensation Policy") was approved.

The Compensation Policy establishes the guidelines that must be observed regarding the compensation of the members of the Board of Directors ("Board of Directors"), the Board of Executive Officers ("Executive Board") and the Advisory Committees to the Board of Directors ("Committees") (together, the "Managers"), as well as the members of the Fiscal Council (when installed) ("Fiscal Council".) of the Company.

The purpose of the Compensation Policy is to attract, incorporate, retain and provide the development, in the Company, of qualified professionals in the market, whose performance can help the Company in achieving its social objectives. Short- and long-term compensation practices and incentive policies are based on the following pillars: (a) to stimulate the expansion, success and achievement of the Company's social objectives; (b) align the interests of the Company's shareholders with those of the Company's managers and employees and its subsidiaries; and (c) enable the Company or subsidiaries to attract and keep managers and employees who are considered key executives linked to them.

The overall compensation of the members of the Board of Directors, the Committees, the Executive Board and the Fiscal Council (when installed) shall be set by the Company's General Meeting ("General Meeting"), and, in relation to the Fiscal Council, the compensation shall be set at the General Meeting that elects them, respecting the minimum amounts established by law and the limits of the global compensation established at the General Meeting.

The Managers and members of the Fiscal Council (when installed) may have different compensation components, conditions and benefits, which will be established according to specificities related to the time dedicated, technical knowledge, experience, participation in advisory committees, among other characteristics.

The entire content of the Compensation Policy may be consulted on the Company's investor relations website (ri.neogrid.com) or on the website of the Brazilian Securities and Exchange Commission (www.cvm.gov.br), in the Compensation Policy category.

b. Practices and procedures adopted by the board of directors to define the individual compensation of the board of directors and the executive board, indicating:

The Company's compensation practice is structured to encourage managers to remain aligned with the Company's objectives and to seek the achievement of the goals established by the Board of Directors. The fixed portion of the compensation seeks to recognize the value of the positions and contribute to the retention of managers, which provides greater stability and quality to the Company's activities. The variable portion provides financial compensation to managers as goals are achieved, aiming to align the objectives of the Company and management in the search for greater efficiency and profitability.

The Company's management undertakes to seek the constant improvement of the Compensation Policy, always in compliance with the best corporate governance practices.

i. The bodies and committees of the issuer that participate in the decision-making process, identifying how they participate;

It is incumbent upon the Board of Directors to determine the individual remuneration of the Managers, subject to the limits of the annual global values set by the General Meeting.

ii. Criteria and methodology used to set individual remuneration, indicating whether studies are used to verify market practices, and, if so, the criteria for comparison and the scope of these studies;

The managers and members of the Fiscal Council (when installed) may have different compensation components, conditions and benefits, which will be established according to specificities related to the time dedicated, technical knowledge, experience, participation in advisory committees, among other characteristics. Evaluations of market remuneration conditions can also be used, including companies in the sector and companies of the same size.

iii. How often and how the board of directors evaluates the adequacy of the Company's compensation policy.

The Compensation Policy was approved by the Board of Directors at a meeting held on October 19, 2020, entering into force on that date for an indefinite period.

The Compensation Policy will be reviewed annually and, at the discretion of the Board of Directors, will be adjusted in a way that is appropriate to market practices or monetarily updated.

c. Composition of remuneration, indicating:

The overall compensation of the Executive Board may consist of the following components: (i) fixed compensation (ii) variable compensation; (iii) direct and indirect benefits; (iv) post-employment benefits or benefits motivated by the termination of the exercise of the position; and (v) others that the Board of Directors may determine, and the other managers will be entitled only to fixed and variable compensation.

In addition to the compensation provided for the members of the Committees, those

who may also participate in another body of the Company may have their compensation assigned to one or more positions they occupy, subject to the limits established in the rules applicable to the Company.

i. Description of the elements of remuneration, including, in relation to each of them:

- **Its objectives and alignment with the issuer's short, medium and long-term interests**

Below is a description of the elements of compensation and the objectives of each of them, segregated by management body:

Board of Directors

Composition of Compensation	Description and Objectives
Fixed Remuneration	Fixed Compensation aims to compensate services provided, in line with market practices.
Variable Compensation	The Variable Compensation of the members of the Board of Directors may be composed of sporadic bonuses, linked to results earned, with the objective of contributing to the achievement of the Company's medium and long-term strategic objectives, with the Exception that does not apply to all members.

The following are not elements of the Board of Directors' compensation: (i) direct and indirect benefits and (ii) post-employment benefits or benefits motivated by the termination of the exercise of the position;

Executives

Composition of Compensation	Description and Objectives
Fixed Remuneration	The Fixed Compensation aims at direct compensation for the services provided, in line with market practices, and may be reviewed annually, at the discretion of the Board of Directors, in a way that is appropriate to market practices or monetarily updated.
Variable Compensation	The Variable Compensation aims to align the actions of the Executive Officers with the fulfillment of the Company's medium and long-term strategic objectives, aiming to meet the interests of investors, customers and other stakeholders. It is linked to the achievement of individual and collective goals, and is divided into short-term incentives (annual bonuses) and long-term incentives. The latter depends on approval at the Shareholders' Meeting, and is based on restricted stock plans and/or stock options, with the competence for its management being assigned to the Board of Directors.
Direct and Indirect Benefits	The benefits are intended to offer the Executive Officers a package compatible with market practice. The Directors are entitled to benefits such as medical care, dental care, life insurance, meal vouchers, daycare assistance, civil liability insurance (D&O), medication reimbursement assistance, parking, among others.

Post-Employment Benefits or Motivated by the Cessation of Exercise of the Position	The award of post-employment benefits or benefits motivated by the termination of the exercise of the position may occur, in exceptional cases, at the discretion of the Board of Directors.
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Fiscal Council

Composition of Compensation	Description and Objectives
Fixed Remuneration	The Fixed Remuneration aims at direct compensation for the services provided, in line with the practices market.

The following are not elements of the Fiscal Council's compensation: (i) variable compensation; (ii) direct and indirect benefits and (iii) post-employment benefits or benefits motivated by the termination of the exercise of the position.

Statutory Committees

On the date of this Reference Form, the Company did not have Statutory Committees in place.

Non-Statutory Committees - Audit Committee

The members of the Non-Statutory Committees are entitled only to fixed compensation.

The following are not elements of the compensation of the members of the Committees: (i) variable compensation; (ii) direct and indirect benefits; and (iii) post-employment benefits or benefits motivated by the termination of the exercise of the position;

- **Your proportion in total compensation in the last 3 fiscal years**

According to the table below, the proportions of each element in the total compensation for the fiscal year 2025 were approximately:

Composition of the Remuneration	Board of Directors	Fiscal Council	Executives	Board of Directors No Statutory	Committees
Fixed Monthly Remuneration	100%	100%	61%	0%	100%
Remuneration Variable	0%	0%	39%	0%	0%
TOTAL	100%	100%	100%	0%	100%

According to the table below, the proportions of each element in the total compensation for the 2024 fiscal year were approximately:

Composition of the Remuneration	Board of Directors	Fiscal Council	Executives	Board of Directors No Statutory	Committees
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Fixed Monthly Remuneration	100%	100%	49%	0%	100%
Remuneration Variable	0%	0%	51%	0%	0%
TOTAL	100%	100%	100%	0%	100%

According to the table below, the proportions of each element in the total compensation for the 2023 fiscal year were approximately:

Composition of the Remuneration	Board of Directors	Fiscal Council	Executives	Board of Directors No Statutory	Committees
Fixed Monthly Remuneration	100%	100%	62%	0%	100%
Remuneration Variable	0%	0%	38%	0%	0%
TOTAL	100%	100%	100%	0%	100%

- **Its calculation and readjustment methodology**

It is incumbent upon the Board of Directors to determine the individual remuneration of the Managers, subject to the limits of the annual global values set by the General Meeting.

There may be members of the Board of Directors who also accumulate the position of statutory officer of the Company, even if provisionally, and may contribute to the process of determining the compensation of the Managers. Pursuant to the Internal Regulations of the Board of Directors, the Board of Directors shall abstain from voting on resolutions related to matters in which their interests conflict with those of the Company. In addition, any of the Board Members may allege the existence of a conflict of interest of another member of the Board of Directors, and it is certain that, if there is no consensus regarding the existence of the conflict, the other Board Members (except the agent and the patient) will vote on the existence or not of the conflict, thus determining the possibility or not of the participation of such Board Member in the discussion and deliberation on the respective matter. The Internal Regulations of the Board of Directors, in addition, provide that the Director who holds a position on the Company's Executive Board will be prevented from voting on his own compensation.

For this evaluation of calculations and adjustments, pertinent market research may be considered as a reference, ensuring the best adherence to the strategic positioning of the total compensation package offered, in relation to the market in which the Company operates. This measure contributes to the proposed changes being compatible with current market practices, avoiding conflicts of interest in the composition of the managers' compensation package.

The Board of Directors may link the compensation of the Management to results, with medium and long-term goals clearly and objectively related to the generation of economic value for the Company in the long term, such as through the increase in monthly and annual recurring revenue, EBITDA, etc. The compensation of the members of the Board of Directors must not be based on participation in meetings.

The fixed compensation of the Management and members of the Fiscal Council (when installed) will be based on the responsibilities of the position and individual

experiences.

The variable portion will be linked to the Company's own performance, depending on the results and the achievement of individual or collective goals, considering indicators that will be defined for each variable program, which may be related to financial health, market penetration and coverage, delivery of platforms and products, among others.

The Company does not have a specific formalized methodology contemplating predetermined financial parameters for the calculation and adjustment of each of the elements of the Company's management compensation, and such analysis is carried out each fiscal year by the Board of Directors considering the analysis of market references ("benchmarks") of companies in the same sector as the Company for positions of similar complexity, according to the function, macroeconomic scenario and financial and equity conditions of the Company, respecting the minimum amounts established by law and the limits of the global compensation established at the Shareholders' Meeting.

- **Key performance indicators taken into account, including, where appropriate, indicators linked to ESG issues**

Fixed Compensation: may be reviewed, annually, at the discretion of the Board of Directors only in relation to the fixed compensation of the members of the Executive Board, in a manner that is in line with market practices or monetarily adjusted.

To determine all compensation items, the executive's performance and individual goals are taken into account, which includes evaluating the delivery of the annual indicators established as a result of the strategic planning, as well as the approach used to deliver the results, aiming at the cultural framework and adherence to the Company's values.

The amounts to be allocated within the scope of the variable compensation of the members of the board of directors shall result from a process of objective and subjective evaluation of the manager who is entitled to such compensation.

Variable compensation: the variable portion will be linked to the Company's own performance, depending on the results and the achievement of individual goals. The main indicators and criteria that support the individual goals consist of operational indicators of productivity and sustainability, such as sales volume; revenue generation, delivery rates; employee retention; reduction of corporate risks, among others, depending on the sphere of competence of the administrator or assignment of the position of each employee.

The other managers who may be entitled to the variable compensation component will not be included in the same objective and subjective evaluation process as the members of the executive board. To the members of the Board of Directors, variable compensation may be composed of sporadic bonuses linked to results earned, which may contribute to the achievement of the Company's medium or long-term strategic objectives.

ii. Reasons justifying the composition of remuneration

The composition of the compensation is determined by the Compensation Policy,

which aims to attract, incorporate, retain and provide the development, in the Company, of qualified professionals in the market, whose performance can help the Company in achieving its social objectives. Remuneration practices and short- and long-term incentive policies are supported by the following pillars:

(a) to encourage the expansion, success and achievement of the Company's social objectives;

(b) align the interests of the Company's shareholders with those of the Company's managers and employees and its subsidiaries; e

(c) enable the Company or subsidiaries to attract and keep managers and employees who are considered key executives linked to them.

iii. The existence of members not paid by the issuer and the reason for this fact

On the date of this Reference Form, all effective members of the Board of Directors, Officers and members of the Non-Statutory Audit Committees are remunerated.

d. Existence of remuneration borne by subsidiaries, subsidiaries or direct or indirect controllers:

There is no compensation borne by subsidiaries, subsidiaries or controlling shareholders for the exercise of positions in the Company.

e. Existence of any compensation or benefit linked to the occurrence of a certain corporate event, such as the sale of the Company's corporate control:

In the event of any corporate reorganization operation involving the spin-off of the Company, its merger with another company, the incorporation of the Company by another company, the incorporation of its shares by another company or the transformation of Neogrid's corporate type, as well as if the cancellation of Neogrid's registration as a publicly-held company is requested, all the Shares whose right to receive was granted to the employee, as described in item 8.4 of this Reference Form, shall be automatically fully and immediately delivered to the Beneficiary who has complied with the requirement of permanence in his position until the moment of the resolution of the meeting that approves the corporate reorganization.

8.2 - Total remuneration by sector

Total compensation expected for the current fiscal year 12/31/2026 - Annual Values				
	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5,00	5,00	0,00	10,00
No. of paid members	5,00	5,00	0,00	10,00
Clarification				
Annual fixed remuneration				
Salary or pro-labore	2.674.776,00	4.303.167,00	0,00	6.977.943,00
Direct and indirect benefits	0	401.046,40	0	401.046,40
Committee Memberships	0	0	0	0
Other	0	0	0	0
Description of other fixed remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2025, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2025, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2025, the value of the employer's INSS was evidenced in a segregated manner.	
Variable remuneration				
Bonuses	0	3.831.640,00	0	3.831.640,00
Profit sharing	0	0	0	0
Participation in meetings	0	0	0	0
Commissions	0	0	0	0
Other	0	0	0	0
Description of other variable remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2025, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2025, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2025, the value of the employer's INSS was evidenced in a segregated manner.	
Post-employment	0	0	0	0
Termination of office	0	0	0	0
Stock-based (including options)	0	2.179.049,96	0	2.179.049,96
Note	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2025. The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12.546/2011.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2025. The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12.546/2011.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2025. The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12.546/2011.	
Total remuneration	2.674.776,00	10.714.903,36	0,00	13.389.679,36

Total Compensation for the Fiscal Year as of 12/31/2025 - Annual Values				
	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5,00	5,75	0,00	10,75
No. of paid members	5,00	5,75	0,00	10,75
Annual fixed remuneration				
Salary or pro-labore	2.674.776,00	5.316.337,91	0,00	7.991.115,08
Direct and indirect benefits	0	452.243,82	0	452.243,82
Committee Memberships	0	0	0	0
Other	0	0	0	0
Description of other fixed remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2024, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2024, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2024, the value of the employer's INSS was evidenced in a segregated manner.	
Variable remuneration				
Bonuses	0	1.533.678,86	0	1.533.678,86
Profit sharing	0	0	0	0
Participation in meetings	0	0	0	0
Commissions	0	0	0	0
Other	0	0	0	0
Description of other variable remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2024, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2024, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2024, the value of the employer's INSS was evidenced in a segregated manner.	
Post-employment Termination of office	0	0	0	0
Stock-based (including options)	0	2.103.655,46	0	2.103.655,46
Note	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2024. The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2024. The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2024. The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	
Total remuneration	2.674.777,17	9.405.916,05	0,00	12.080.693,22

Total Compensation for the Fiscal Year on 12/31/2024 - Annual Values				
	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5,08	7,58	1	13,66
No. of paid members	5,08	7,58	1	13,66
Clarification				
Annual fixed remuneration				
Salary or pro-labore	2.670.536,00	7.248.758,32	43.080,00	9.962.374,32
Direct and indirect benefits	0,00	665.431,00	0,00	665.431,00
Committee Memberships	0,00	0,00	0,00	0,00
Other	0,00	0,00	0,00	0,00
Description of other fixed remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	
Variable remuneration				
Bonuses	0,00	2.959.500,00	0,00	2.959.500,00
Profit sharing	0,00	0,00	0,00	0,00
Participation in meetings	0,00	0,00	0,00	0,00
Commissions	0,00	0,00	0,00	0,00
Other	0,00	0,00	0,00	0,00
Description of other variable remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	
Post-employment				
	0,00	0,00	0,00	0,00
Termination of office				
	0,00	0,00	0,00	0,00
Stock-based (including options)				
	0,00	5.378.186,66	0,00	5.378.186,66
Note	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2024.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2024.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2024.	
	The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	
Total remuneration	2.670.536,00	16.251.875,98	43.080,00	18.965.491,98

Total Remuneration for the Fiscal Year on 12/31/2023 - Annual Values				
	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5,00	7,75	3,00	15,75
No. of paid members	5,00	7,75	3,00	15,75
Clarification				
Annual fixed remuneration				
Salary or pro-labore	2.390.635,91	6.052.488,00	380.384,04	8.823.507,95
Direct and indirect benefits	0,00	493.596,47	0,00	493.596,47
Committee Memberships	0,00	0,00	0,00	0,00
Other	0,00	0,00	0,00	0,00
Description of other fixed remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	
Variable remuneration				
Bonuses	0,00	709.180,00	0,00	709.180,00
Profit sharing	0,00	0,00	0,00	0,00
Participation in meetings	0,00	0,00	0,00	0,00
Commissions	0,00	0,00	0,00	0,00
Other	0,00	0,00	0,00	0,00
Description of other variable remuneration	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	According to the guidance of the Circular Letter CVM/SEP/ANUAL/2023, the value of the employer's INSS was evidenced in a segregated manner.	
Post-employment				
	0,00	0,00	0,00	0,00
Termination of office				
	0,00	0,00	0,00	0,00
Stock-based (including options)				
	0,00	3.371.240,64	0,00	3.371.240,64
Note	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2023.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2023.	The number of members was calculated as specified in the Circular Letter CVM/SEP/ANUAL/2023.	
	The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	The Company is exempt from the payment of the employer's INSS, as it has opted for substitutive taxation, relieving its payroll, as authorized under the terms of Law No. 12,546/2011.	
Total remuneration	2.390.635,91	10.626.505,11	380.384,04	13.397.525,06

8.3 - Variable Compensation

Fiscal Year: 12/31/2026

	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5,00	5,00	0,00	10,00
No. of paid members	5,00	5,00	0,00	10,00
Clarification				

REGARDING BONUS

Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	0,00	3.831.640,00	0,00	3.831.640,00
Amount provided for in the compensation plan, if the established goals were achieved	0,00	3.831.640,00	0,00	3.831.640,00
Amount effectively recognized in the fiscal year	0,00	0,00	0,00	0,00

REGARDING PROFIT SHARING

Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	0,00	0,00	0,00	0,00
Amount provided for in the compensation plan, if the established goals were achieved	0,00	0,00	0,00	0,00
Amount effectively recognized in the fiscal year	0,00	0,00	0,00	0,00

Fiscal Year: 12/31/2025

	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5	5,75	0,00	11,17
No. of paid members	5	5,75	0,00	11,17
Clarification				

REGARDING BONUS

Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	0,00	2.601.744,00	0,00	2.601.744,00
Amount provided for in the compensation plan, if the established goals were achieved	0,00	2.601.744,00	0,00	2.601.744,00
Amount effectively recognized in the fiscal year	0,00	1.533.678,86	0,00	1.533.678,86

REGARDING PROFIT SHARING

Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	0,00	0,00	0,00	0,00
Amount provided for in the compensation plan, if the established goals were achieved	0,00	0,00	0,00	0,00
Amount effectively recognized in the fiscal year	0,00	0,00	0,00	0,00

Fiscal Year: 12/31/2024

	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5,08	7,58	1	13,66
No. of paid members	5,08	7,58	1	13,66
Clarification				
REGARDING BONUS				
Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	800.000,00	3.379.473,00	0,00	4.179.473,00
Amount provided for in the compensation plan, if the established goals were achieved	800.000,00	3.379.473,00	0,00	4.179.473,00
Amount effectively recognized in the fiscal year	0,00	2.959.500,00	0,00	2.959.500,00
REGARDING PROFIT SHARING				
Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	0,00	0,00	0,00	0,00
Amount provided for in the compensation plan, if the established goals were achieved	0,00	0,00	0,00	0,00
Amount effectively recognized in the fiscal year	0,00	0,00	0,00	0,00

Fiscal Year: 12/31/2023

	Board of Directors	Executives	Fiscal Council	Total
Total number of members	5,00	7,75	3,00	15,75
No. of paid members	5,00	7,75	3,00	15,75
Clarification				
REGARDING BONUS				
Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	0,00	4.056.424,38	0,00	4.056.424,38
Amount provided for in the compensation plan, if the established goals were achieved	0,00	4.056.424,38	0,00	4.056.424,38
Amount effectively recognized in the fiscal year	0,00	709.180,00	0,00	709.180,00
REGARDING PROFIT SHARING				
Minimum amount provided for in the remuneration plan	0,00	0,00	0,00	0,00
Maximum amount provided for in the compensation plan	0,00	0,00	0,00	0,00
Amount provided for in the compensation plan, if the established goals were achieved	0,00	0,00	0,00	0,00
Amount effectively recognized in the fiscal year	0,00	0,00	0,00	0,00

8.4 – In relation to the share-based compensation plan of the Board of Directors and the Board of Executive Officers, in force in the last fiscal year and foreseen for the current fiscal year, describe:

a. General terms and conditions

By the end of the fiscal year ended December 31, 2021, the Company had a Plan for the Granting of Stock Options for the Company, approved at the Company's Board of Directors Meeting held on December 16, 2019 and at the Company's Extraordinary Shareholders Meeting held on January 20, 2020 ("Plan"). More details about the previous plan can be found in the last form submitted.

On July 13, 2022, the Restricted Stock Plan ("USW Plan") was approved by the Company's Extraordinary Shareholders Meeting. The Plan aims to achieve a greater alignment of the interests of the Company and its shareholders with the interests of the Beneficiaries, through the granting of restricted shares of the Company. In this way, it is expected to stimulate the retention of the Company's key personnel, in addition to attracting the best talents in the market, through the creation of a mechanism for valuing the function performed in the Company, which entails commitment and allows them long-term recognition, as well as ensuring greater alignment of the interests of the parties, linking the good performance of planning subject to certain conditions.

The Plan may have as Beneficiaries the members of the Board of Directors, statutory officers, employees considered strategic and candidates for critical positions, and employees of the Company, without restriction of position level.

The Board of Directors shall approve, at its sole discretion: (i) the Beneficiaries in favor of whom the right to receive Shares will be granted, (ii) the number of Shares granted to each Beneficiary; (iii) the goals and conditions for the acquisition of the right to receive the Shares and for the effective receipt of the Shares, as well as the alteration or modification of such goals and conditions when necessary or convenient; (iv) the deadline for the effective transfer of the Shares to the Beneficiaries; and (v) the other terms and conditions for the acquisition of the right to receive Shares and for the effective receipt of such Shares.

Subsequent to the approval of each Program, the Board of Directors shall determine the execution, between the Company and the Beneficiaries, of a "Share Grant Agreement" ("Grant Agreement"), which shall formalize the granting of the right to receive the Shares to each of the Beneficiaries.

On September 5, 2024, the Company's shareholders, meeting at an Extraordinary Shareholders' Meeting, approved the (i) reverse split of all the Company's common shares, in the proportion of 100 (one hundred) pre-reverse split shares to one (1) post-reverse split share ("Reverse Stock Split"), followed by the immediate (ii) split of all the Company's shares, in the ratio of one (1) pre-split share to four (4) post-split shares ("Stock Split"), without change in the Company's capital stock ("EGM 09.05.2024"), concluded on October 08, 2024.

b. Date of approval and responsible body

On July 13, 2022, the Restricted Stock Plan was approved by the Company's Extraordinary Shareholders Meeting.

c. Maximum number of actions covered

The MSW Plan may cover the granting of up to 9,200,000 pre-reverse split shares and 368,000 post-reverse split shares issued by the Company, and this number may be updated in cases of change in the number, type and class of shares of the Company as a result of bonuses, splits, reverse splits or conversion of shares of one type or class into another or conversion into shares of other securities issued by the Company. On the date of this Reference Form, 355,796 shares had been granted to the beneficiaries mentioned in item 8.4 (a) of this form.

d. Maximum number of options to be granted

Not applicable since the USW Plan is based on the granting of restricted shares.

e. Conditions for the acquisition of shares

The Company's Board of Directors shall approve, annually or whenever it deems appropriate, a program for Beneficiaries. The granting of the right to receive shares will be carried out through the execution of agreements between the Company and each of the Beneficiaries, which shall provide for the conditions of the acquisition. The transfer of the subject shares to the Beneficiary will only occur when all legal, regulatory and contractual requirements have been fully complied with, so that the granting of the right to receive the subject shares in itself does not guarantee the Beneficiary any rights over such object shares, nor does it represent a guarantee of their receipt.

f. Criteria for setting the acquisition or exercise price

Not applicable as the Plan is based on the granting of restricted shares.

g. Criteria for setting the exercise period

The MSW Plan will remain in force for an indefinite period, however, it may be extinguished, at any time, by decision of the General Meeting, provided that the termination of the USW Plan will not affect the contracts entered into until then and the rights fully acquired based on such contracts.

h. Settlement method

Not applicable since the USW Plan is based on the granting of restricted shares.

i. Restrictions on the transfer of shares

The effective transfer of the Shares to which the Beneficiaries are entitled will only occur if the Beneficiaries remain continuously linked as managers, employees or service providers of the Company during the grace periods to be defined in the respective Programs. As an alternative to the delivery of Shares, the Company may make the payment, in cash, of an amount equivalent to the price of the Shares to which the Beneficiary would be entitled, calculated based on the average price of the shares issued by the Company in the thirty (30) trading sessions prior to the date

on which the delivery of Shares is due, weighted by the volume traded during such period.

In the event of any corporate reorganization operation involving the spin-off of the Company, its merger with another company, the incorporation of the Company by another company, the incorporation of its shares by another company or the transformation of Neogrid's corporate type, as well as if the cancellation of Neogrid's registration as a publicly-held company is requested, all the Shares whose right to receive was granted to him shall be automatically fully and immediately delivered to the Beneficiary who has complied with the requirement of permanence in his position until the moment of the resolution of the meeting that approves the corporate reorganization, or until the date of publication of the notice of the Public Tender Offer for cancellation of Neogrid's registration as a publicly-held company, as applicable, in order to ensure the inclusion of the corresponding shares in the transaction in question.

j. Criteria and events that, when verified, will cause the suspension, alteration or extinction of the plan

The right to receive the shares subject to the terms of the Plan will be automatically extinguished, without the right to any compensation, ceasing all its effects by operation of law, regardless of prior notice or notification, in the following cases: (i) upon termination of the contract by mutual agreement; (ii) if the Company is dissolved, liquidated or has its bankruptcy decreed; or (iii) in the event of dismissal of the Beneficiary, subject to the provisions of the USW Plan contract.

k. Effects of the manager's departure from the Company's bodies on his rights under the share-based compensation plan

If the Beneficiary resigns from the position held in the Company, by the Company's will, without just cause, or due to death, retirement or permanent disability, the Shares whose right to receive was granted to him will be due proportionally to the time in which his employment contract or mandate remained in force.

Unless otherwise decided by the Board of Directors, if the Beneficiary leaves the Company, of his own volition, due to dismissal or non-reappointment to office by the Company for just cause, or by dismissal for just cause, the Beneficiary will be entitled only to the Shares that were already due to him, and that had not yet been effectively transferred, fractional periods are not allowed.

8.5 - Stock-Based Compensation (Stock Options)

Fiscal Year: 12/31/2026

	Board of Directors	Executives	Fiscal Council	Total
Total number of members		5,00		5,00
No. of paid members		5,00		5,00
Potential dilution in case of exercise of all open options		0,00		0,00
Clarification				
WEIGHTED AVERAGE STRIKE PRICE OF EACH OF THE FOLLOWING OPTION GROUPS				
Open at the beginning of the fiscal year		0,00		0,00
Lost and expired during the fiscal year		0,00		0,00

Exercised during the fiscal year		0,00		0,00
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Fiscal Year: 12/31/2025

	Board of Directors	Executives	Fiscal Council	Total
Total number of members		5,75		5,75
No. of paid members		5,75		5,75
Potential dilution in case of exercise of all open options		0,00		0,00
Clarification				
WEIGHTED AVERAGE STRIKE PRICE OF EACH OF THE FOLLOWING OPTION GROUPS				
Open at the beginning of the fiscal year		0,00		0,00
Lost and expired during the fiscal year		0,00		0,00
Exercised during the fiscal year		0,00		0,00

Fiscal Year: 12/31/2024

	Board of Directors	Executives	Fiscal Council	Total
Total number of members		7,58		7,58
No. of paid members		7,58		7,58
Potential dilution in case of exercise of all open options		0,00		0,00
Clarification				
WEIGHTED AVERAGE STRIKE PRICE OF EACH OF THE FOLLOWING OPTION GROUPS				
Open at the beginning of the fiscal year		0,00		0,00
Lost and expired during the fiscal year		0,00		0,00
Exercised during the fiscal year		0,00		0,00

Fiscal Year: 12/31/2023

	Board of Directors	Executives	Fiscal Council	Total
Total number of members		7,75		7,75
No. of paid members		7,75		7,75
Potential dilution in case of exercise of all open options		0,00		0,00
Clarification				
WEIGHTED AVERAGE STRIKE PRICE OF EACH OF THE FOLLOWING OPTION GROUPS				
Open at the beginning of the fiscal year		0,00		0,00
Lost and expired during the fiscal year		0,00		0,00
Exercised during the fiscal year		0,00		0,00

8.6 – In relation to each grant of stock options made in the last 3 fiscal years and scheduled for the current fiscal year, the board of directors and the executive board of directors shall prepare a table with the following content:

Not applicable, since the last Stock Option Grant plan ("Plan", detailed in the previous forms), was exercised on October 30, 2020.

8.7 – In relation to the open options of the board of directors and the statutory executive board at the end of the last fiscal year

Not applicable, given that there were no open options held by the Board of Directors and the Company's Board of Executive Officers at the end of the fiscal year ended December 31, 2022.

8.8 – In relation to the options exercised in relation to the share-based compensation of the board of directors and the executive board of directors, in the last 3 fiscal years

Not applicable, since the last Stock Option Grant plan ("Plan", detailed in the previous forms), was exercised on October 30, 2020.

8.9 – In relation to the share-based compensation in the form of shares to be delivered directly to the beneficiaries recognized in the results of the last 3 fiscal years and that provided for the current fiscal year, of the board of directors and the statutory executive board

By the end of the fiscal year ended December 31, 2021, the Company had a Stock Option Grant Plan, approved at the Company's Board of Directors Meeting held on December 16, 2019 and at the Company's Extraordinary Shareholders Meeting held on January 20, 2020. Options exercised on October 30, 2020, referring to the Stock Option Grant plan (detailed in the previous forms). On July 13, 2022, the Restricted Stock Plan was approved by the Company's Extraordinary Shareholders Meeting. More details item 8.4 (a).

Data for the fiscal year scheduled for December 31, 2026	
	Executives
Total number of members	5,00
No. of paid members	4,00
Potential dilution in case of granting of all shares to beneficiaries ¹	1,98%
¹ As of March 17, 2026, the company held 2,03% of its shares in treasury. Therefore, if all the shares are delivered, there will be no dilution.	

Data for the fiscal year as at December 31, 2025	
	Executives
Total number of members	5,75
No. of paid members	5,75
Potential dilution in case of granting of all shares to beneficiaries ¹	1,98%
¹ On the date of filling out this form, the shares for delivery to the beneficiaries are in treasury, so the dilution will be zero.	

Data for the fiscal year as at December 31, 2024	
	Executives
Total number of members	7,00
No. of paid members	7,00
Potential dilution in case of granting of all shares to beneficiaries¹	3,90%
¹ On the date of filling out this form, the shares for delivery to the beneficiaries are in treasury, so the dilution will be zero.	

Data for the fiscal year as at December 31, 2023	
	Executives
Total number of members	7.75
No. of paid members	7.75
Potential dilution in case of granting of all shares to beneficiaries ¹	2.02%

¹On the date of filling out this form, the shares for delivery to the beneficiaries are in treasury, so the dilution will be zero.

8.10 – In relation to each grant of shares carried out in the last 3 fiscal years and foreseen for the current fiscal year, of the board of directors and the statutory executive board

By the end of the fiscal year ended December 31, 2021, the Company had a Stock Option Grant Plan, approved at the Company's Board of Directors Meeting held on December 16, 2019 and at the Company's Extraordinary Shareholders Meeting held on January 20, 2020. Options exercised on October 30, 2020, referring to the Stock Option Grant plan (detailed in the previous forms). On July 13, 2022, the Restricted Stock Plan was approved by the Company's Extraordinary Shareholders Meeting, more details in item 8.4 (a).

Tables Referring to ("Plan 1")

Data for the fiscal year scheduled for December 31, 2026 1st Stock Option Plan ("RSU" or "Plan 1")	
	Executives
Total number of members	5
No. of paid members	4
Date of grant	N/A
Number of shares granted	74 ¹
Maximum time for delivery of options	60 months
Period of restriction on the transfer of shares	36 months
Fair value of shares on grant date	N/A
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	R\$ -

¹Maximum amount foreseen for the fiscal year, subject to changes and achievement of goals.

Data for the fiscal year as at December 31, 2025 1st Stock Option Plan ("RSU" or "Plan 1")	
	Executives
Total number of members	5.75
No. of paid members	5.00
Date of grant	01/10/2025
Number of shares granted	86,289 ¹
Maximum time for delivery of options	60 months
Period of restriction on the transfer of shares	36 months
Fair value of shares on grant date	25.59
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	R\$ 2,208,136

Data for the fiscal year as at December 31, 2024 1st Stock Option Plan ("RSU" or "Plan 1")	
	Executives
Total number of members	7.58
No. of paid members	7.58
Date of grant	01/05/2024 and 12/12/2024
Number of shares granted	179,766 ¹
Maximum time for delivery of options	60 months
Period of restriction on the transfer of shares	36 months
Fair value of shares on grant date	34.87
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	R\$ 6,268,887

¹Number of shares already corrected with reverse split and split as approved at the EGM on September 5, 2024.

Data for the fiscal year as at December 31, 2023 1st Stock Option Plan ("RSU" or "Plan 1")	
	Executives
Total number of members	7.75
No. of paid members	7.75
Date of grant	01/03/2023
Number of shares granted	71.217
Maximum time for delivery of options	60 months
Period of restriction on the transfer of shares	36 months
Fair value of shares on grant date	1.12
Multiplication of the number of shares granted by the fair value of the shares on the date of grant	R\$ 79,763.04

8.11 - Shares delivered

Fiscal Year: 12/31/2025

	Board of Directors	Executives	Fiscal Council
Total Members	0,00	5.75	-
No. of paid members	0,00	3,00	-
Number of actions	0,00	182.443	-
Weighted average acquisition price	0,00	0,00	-
Weighted average market price of the shares acquired	0,00	21,71	-
Multiply the total shares acquired by the difference between the weighted average purchase price and the weighted average market price of the acquired shares	0,00	0,00	-
Clarification			

Fiscal Year: 12/31/2024

	Board of Directors	Executives	Fiscal Council
Total Members	0,00	0,00	0,00
No. of paid members	0,00	0,00	0,00
Number of actions	0,00	0,00	0,00
Weighted average acquisition price	0,00	0,00	0,00
Weighted average market price of the shares acquired	0,00	0,00	0,00
Multiply the total shares acquired by the difference between the weighted average purchase price and the weighted average market price of the acquired shares	0,00	0,00	0,00
Clarification			

Fiscal Year: 12/31/2023

	Board of Directors	Executives	Fiscal Council
Total Members	0,00	0,00	0,00
No. of paid members	0,00	0,00	0,00
Number of actions	0,00	0,00	0,00
Weighted average acquisition price	0,00	0,00	0,00
Weighted average market price of the shares acquired	0,00	0,00	0,00
Multiply the total shares acquired by the difference between the weighted average purchase price and the weighted average market price of the acquired shares	0,00	0,00	0,00
Clarification			

8.12– Information necessary to understand the data disclosed in paragraphs 8.5–8.11, such as an explanation of the pricing method for the value of shares and options

The Company presented all the information necessary to understand the data disclosed in the previous items.

8.13– Inform the number of shares, quotas and other securities convertible into shares or quotas, issued by the issuer, in Brazil or abroad, by the issuer, its direct or indirect controllers, controlled companies or companies under common control, which are held by members of the Board of Directors, the Board of Executive Officers or the Fiscal Council, grouped by body

Society/Company	Number of Shares/Quotas as of December 31, 2025			
	Controller	Board of Directors	Executives	Fiscal Council
NEOGRID PARTICIPAÇÕES S.A.	Common Shares (ON) 5,069,717	Common (ON) 1,156	Common Shares (ON) 15,069	-

Society/Company	Number of Shares/Quotas as of December 31, 2024 ¹			
	Controller	Board of Directors	Executives	Fiscal Council
NEOGRID PARTICIPAÇÕES S.A.	Common Shares (ON) 5,041,184	Common (ON) 1,156	Common (ON) 20,764	-

¹Number of shares already corrected with reverse split and split as approved at the EGM on September 5, 2024.

Society/Company	Number of Shares/Quotas as of December 31, 2023			
	Controller	Board of Directors	Executives	Fiscal Council
NEOGRID PARTICIPAÇÕES S.A.	Common Shares (ON) 123,732,236	Common (ON) 388,000	Common Shares (ON) 1,805,663	-

8.14– In relation to the pension plans in force granted to the members of the Board of Directors and the Statutory Officers

Not applicable, since, on the date of this Reference Form, the Company does not have pension plans for the members of its Board of Directors and Statutory Officers.

8.15 - Minimum, average and maximum remuneration

Annual Values

	Executives			Board of Directors			Fiscal Council		
	31/12/2025	31/12/2024	31/12/2023	31/12/2025	31/12/2024	31/12/2023	31/12/2025	31/12/2024	31/12/2023
No. of members	5.75	7.58	7.75	5.00	5.08	5.00	0,00	1.00	3.00
No. of members paid	5.75	7.58	7.7	5.00	5.08	5.00	0,00	1.00	3.00
Highest value Actual remuneration	2.263.892,83	7.385.360,67	4.031.286,62	1.021.176,00	1.021.176,00	924.836,00	0,00	43.080,00	126.794,68
Lower value Actual remuneration	952.607,41	834.064,56	741.871,20	413.400,00	413.400,00	374.400,00	0,00	43.080,00	126.794,68
Average value of real remuneration	1.635.811,49	2.143.104,54	1.371.161,95	534.955,20	525.351,34	478.127,18	0,00	43.080,00	126.794,68

Comments and clarifications

	Executives	
	Note	Clarification
31/12/2024	<p>The share-based variable compensation of the Board of Executive Officers, in 2024, was impacted by adjustments made for 2022 and 2023 in the total of R\$ 933,475.20. Adjusting for this effect, the information on the remuneration of the Board of Executive Officers would be in 2024:</p> <ul style="list-style-type: none"> • Highest Remuneration: R\$ 6,280,973.73 • Lowest Remuneration: R\$ 797,385.29 • Average Remuneration R\$ 2,020,008.91 	
31/12/2023	<p>The share-based variable compensation of the Board of Executive Officers, in 2024, was impacted by adjustments made for 2022 and 2023 in the total of R\$933,475.20. Adjusting for this effect, the information on the compensation of the Board of Executive Officers would be in 2023:</p> <ul style="list-style-type: none"> • Highest Remuneration: R\$ 4,860,713.04 • Lowest Remuneration: R\$ 683,690.35 • Average Remuneration R\$ 1,371,161.95 	

Board of Directors		
	Note	Clarification
31/12/2025	The number of members of each body was calculated as specified in the Circular Letter CVM/SEP/ANUAL-2026. The lowest remuneration of each body was perceived considering the exclusion of all members of the respective body who have held the position for less than 12 months. The value of the highest individual annual remuneration of each body was calculated considering the remuneration effectively recognized in the result of the year, without any exclusion. The average compensation considers the total annual compensation received by the members of each body divided by the number of paid members informed in item 8.2 above.	
31/12/2024	The number of members of each body was calculated as specified in the Circular Letter CVM/SEP/ANUAL-2026. The lowest remuneration of each body was perceived considering the exclusion of all members of the respective body who have held the position for less than 12 months. The value of the highest individual annual remuneration of each body was calculated considering the remuneration effectively recognized in the result of the year, without any exclusion. The average compensation considers the total annual compensation received by the members of each body divided by the number of paid members informed in item 8.2 above.	
31/12/2023	The number of members of each body was calculated as specified in the Circular Letter CVM/SEP/ANUAL-2026. The lowest remuneration of each body was perceived considering the exclusion of all members of the respective body who have held the position for less than 12 months. The value of the highest individual annual remuneration of each body was calculated considering the remuneration effectively recognized in the result of the year, without any exclusion. The average compensation considers the total annual compensation received by the members of each body divided by the number of paid members informed in item 8.2 above.	

Fiscal Council		
	Note	Clarification
31/12/2025	The number of members of each body was calculated as specified in the Circular Letter CVM/SEP/ANUAL-2026. The lowest remuneration of each body was perceived considering the exclusion of all members of the respective body who have held the position for less than 12 months. The value of the highest individual annual remuneration of each body was calculated considering the remuneration effectively recognized in the result of the year, without any exclusion. The average compensation considers the total annual compensation received by the members of each body divided by the number of paid members informed in item 8.2 above.	
31/12/2024	The number of members of each body was calculated as specified in the Circular Letter CVM/SEP/ANUAL-2026. The lowest remuneration of each body was perceived considering the exclusion of all members of the respective body who have held the position for less than 12 months. The value of the highest individual annual remuneration of each body was calculated considering the remuneration effectively recognized in the result of the year, without any exclusion. The average compensation considers the total annual compensation received by the members of each body divided by the number of paid members informed in item 8.2 above.	
31/12/2023	The number of members of each body was calculated as specified in the Circular Letter CVM/SEP/ANUAL-2026. The lowest remuneration of each body was perceived considering the exclusion of all members of the respective body who have held the position for less than 12 months. The value of the highest individual annual remuneration of each body was calculated considering the remuneration effectively recognized in the result of the year, without any exclusion. The average compensation considers the total annual compensation received by the members of each body divided by the number of paid members informed in item 8.2 above.	

8.16– Describe contractual arrangements, insurance policies or other instruments that structure compensation or indemnity mechanisms for managers in the event of removal from office or retirement, indicating the financial consequences for the Company

Due to NEOGRID's dismissal of him from the position of statutory administrator, the OFFICER will be entitled to the payment of compensation in the amount equivalent to 70% (seventy percent) of the value of his pro-labore, multiplied by the number of full years that he remains in the position of NEOGRID OFFICER. This indemnity will be limited to the total amount of up to six (6) monthly installments of your pro-labore, in the individual amount of each installment equivalent to seventy percent (70%) of the value of your pro-labore, regardless of the number of years you have remained in the company. For purposes of calculating the amount of this indemnity, the number of months elapsed in the year in which the OFFICER is removed will be considered. The payment of this indemnity will be executed in six (6) equal and consecutive monthly installments, with the first installment due ten (10) days after said dismissal and the others on the same day of the subsequent months, and provided that the OFFICER has already signed the respective Private Transaction Instrument with NEOGRID. If, in the six-month period referred to above, the DIRECTOR contracts a new employment or service relationship with a third party(ies), NEOGRID's obligation to pay such indemnity will be automatically extinguished, regardless of notification.

8.17– In relation to the last 3 fiscal years and the forecast for the current fiscal year, indicate the percentage of the total compensation of each body recognized in the issuer's income referring to members of the Board of Directors, the Board of Executive Officers or the Fiscal Council that are related parties to the controlling shareholders, direct or indirect, as defined by the accounting rules that deal with this matter

Data for the fiscal year scheduled for December 31, 2026	Board of Directors	Executives	Fiscal Council
Total number of members	5	5	0
Number of members – part related to controllers	2	1	0
Value of the agency's total remuneration in the year	R\$ 2,674,776.00	R\$ 4,303,167.00	R\$ -
Amount of total compensation attributed to parties related to the controller in the agency in the year	R\$ 1,434,576.00	R\$ 584,858.00	R\$ -
% of the body's total remuneration	53.63%	13.59%	0.00%

Data for the fiscal year as at December 31, 2025	Board of Directors	Executives	Fiscal Council
Total number of members	5,00	5,75	0
Number of members – part related to controllers	2	1	0
Value of the agency's total remuneration in the year	R\$ 2,674,776.00	R\$ 5,359,213.67	R\$ -
Amount of total compensation attributed to parties related to the controller in the agency in the year	R\$ 1,434,576.00	R\$ 568,100.00	R\$ -
% of the body's total remuneration	53.63%	10.60%	0.00%

Data for the fiscal year as at December 31, 2024	Board of Directors	Executives	Fiscal Council
Total number of members	5,08	7,58	3
Number of members – part related to controllers	2	1	0
Value of the agency's total remuneration in the year	R\$ 2,670,536.00	R\$ 16,251,876.08	R\$ 43,080.00

Amount of total compensation attributed to parties related to the controller in the agency in the year	R\$ 1,219,396.00	R\$ 834,064.56	R\$ -
% of the body's total remuneration	45,66%	5,13%	0,00%

Data for the fiscal year as at December 31, 2023	Board of Directors	Executives	Fiscal Council
Total number of members	5	7,75	3
Number of members – part related to controllers	1	1	0
Value of the agency's total remuneration in the year	R\$ 2,390,635.91	R\$ 10,626,505.11	R\$ 380,384.04
Amount of total compensation attributed to parties related to the controller in the agency in the year	R\$ 924,836.00	R\$ 581,460.01	R\$ -
% of the body's total remuneration	38,69%	5,47%	0,00%

8.18– In relation to the last 3 fiscal years and the forecast for the current fiscal year, indicate the amounts recognized in the Company's income as compensation for members of the Board of Directors, the Board of Executive Officers or the Fiscal Council, grouped by body, for any reason other than the function they occupy, such as commissions and consulting or advisory services provided

Not applicable, since, on the date of this Reference Form, the Company did not sign amounts recognized in the Company's income as compensation beyond those set forth in the items above on members of its management.

8.19 - In relation to the last 3 fiscal years and the forecast for the current fiscal year, indicate the amounts recognized in the income of direct or indirect controlling shareholders of companies under common control and subsidiaries of the issuer, such as compensation of members of the Board of Directors, the Board of Executive Officers or the Company's Fiscal Council, grouped by body, specifying on what basis such values were assigned to such individuals

There are no managers and members of the Company's Fiscal Council, in the fiscal years ended December 31, 2025, 2024, and 2023, who were entitled to the compensation recognized in the results of the Company's subsidiaries, its direct and indirect controllers and companies under common control, which have been attributed to them as a result of the exercise of office in the Company. There is also no forecast for 2026 that there will be such remuneration.

8.20 - Provide other information that the issuer deems relevant

For the calculation of the weighted average acquisition price informed in item 8.11, the weighted average of the closing prices of the dates on which shares were delivered to the beneficiaries of the USW Plan was considered.

In item 8.2 of this Reference Form, the number of members of the Board of Directors, the Executive Board and the Fiscal Council was informed. To this end, the calculation of the number of members of each body was calculated under the terms of Circular Letter CVM/SEP/ANUAL-2026, measuring the number of members in each month of the year, adding the result of all months and dividing by the number of months of the year, thus obtaining an annual average of the number of members of the management bodies. In the last three fiscal years and in the current fiscal year, the calculation of the members of the Board of Directors, the Executive Board and the Fiscal Council was as follows:

2026Forecast	Board of Directors	Executives	Fiscal Council
January	5	5	0
February	5	5	0
March	5	5	0
April	5	5	0
May	5	5	0
June	5	5	0
July	5	5	0
August	5	5	0
September	5	5	0
October	5	5	0
November	5	5	0
December	5	5	0
Average	5,00	5,00	0,00

2025	Board of Directors	Executives	Fiscal Council
January	5	7	0
February	5	7	0
March	5	6	0
April	5	6	0
May	5	6	0
June	5	7	0
July	5	5	0
August	5	5	0
September	5	5	0
October	5	5	0
November	5	5	0
December	5	5	0
Average	5,00	5,75	0,00

2024	Board of Directors	Executives	Fiscal Council
January	5	8	3
February	5	8	3
March	5	8	3
April	5	10	3
May	5	8	0
June	5	7	0
July	6	7	0
August	5	7	0
September	5	7	0
October	5	7	0
November	5	7	0
December	5	7	0
Average	5,08	7,58	1,00

2023	Board of Directors	Executives	Fiscal Council
January	5	7	3
February	5	7	3
March	5	7	3
April	5	8	3
May	5	8	3
June	5	8	3
July	5	8	3
August	5	8	3
September	5	8	3
October	5	8	3
November	5	8	3
December	5	8	3
Average	5,00	7,75	3,00