



**MANAGEMENT PROPOSAL FOR THE  
ANNUAL GENERAL MEETING**

**TO BE HELD ON APRIL 28, 2023**

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March 28, 2023

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**OMEGA ENERGIA S.A.**

**MANAGEMENT PROPOSAL FOR THE ANNUAL GENERAL MEETING TO BE HELD ON APRIL 28, 2023**

Proposal prepared by the Management of Omega Energia S.A. for the shareholders' attendance at the Annual General Meeting, to be held on April 28, 2023.

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March 28, 2023

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**OMEGA ENERGIA S.A.**  
*(Public-held Company)*

CNPJ/ME No. 42,500,384/0001-51  
NIRE 35,300,571,851 | CVM Code 26441

**ANNUAL GENERAL MEETING  
TO BE HELD ON APRIL 28, 2023**

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NIRE 35,300,571,851 | CVM Code 26441

**ANNUAL GENERAL MEETING  
TO BE HELD ON APRIL 28, 2023**

**MANAGEMENT PROPOSAL**

Dear Shareholders,

The management of **OMEGA ENERGIA S.A.** ("Management"), a public-held corporation, with headquarters in the City of São Paulo, State of São Paulo, at Rua Elvira Ferraz, No. 68, 12th floor, units No. 123 and 124, Vila Olímpia, Zip Code (CEP) No. 04.552-040, with its bylaws registered before the Commercial Board of the State of São Paulo under NIRE 35,300,571,851, enrolled with Brazilian taxpayers' registry ("CNPJ/ME") under No. 42,500,384/0001-51, registered under the Brazilian Securities and Exchange Commission ("CVM") as a category "A" publicly-held company under code No. 2644-1 ("Company"), pursuant to Law No. 6,404 of December 15, 1976, as amended ("Brazilian Corporation Law"), CVM Resolution No. 80 of March 29, 2022, as amended ("CVM Resolution No. 80/22") and CVM Resolution No. 81 of March 29, 2022, as amended ("CVM Resolution 81/22"), hereby presents to the Shareholders of the Company the following proposal ("Proposal"), to be submitted for analysis and resolution at the Company's Annual General Meeting, which shall be summoned up at the first call, on April 28, 2023, at 9:00 a.m. exclusively digitally ("Annual General Meeting" or "AGM").

**1. PURPOSE**

This Proposal aims the analyses of the matters that will be examined, discussed, and voted on at the General Meeting, namely:

- (i) The Company's financial statement, together with with the independent auditors' annual report, the opinion of the Audit and Risk Management Committee ("CAE") and the Company's Fiscal Council opinion for the fiscal year ended on December 31, 2022;
- (ii) The management report and accounts for the fiscal year ended December 31, 2022;

- (iii) the proposal for the allocation of the Company's results for the fiscal year ended December 31, 2022, which shall be absorbed by the Company's profit reserves account, pursuant to the Sole Paragraph of Article 189 of the Brazilian Corporation Law, since there was a net loss in that mentioned period;
- (iv) the fiscal council's installation;
- (v) the definition of the number of members of the Company's fiscal council;
- (vi) the election of the fiscal council members; and
- (vii) the setting of the global annual compensation of the Company's management, including the fiscal council, for the fiscal year of 2023.

## **2. DOCUMENTS AVAILABLE TO THE SHAREHOLDERS**

According to the applicable laws and regulations, especially the provisions of articles 133 and 135, §3º, of Law No. 6,404, of December 15, 1976, as amended, CVM Resolution No. 80, of March 29, 2022, as amended, and CVM Resolution No. 81, of March 29, 2022, as the Company's management has made available to the Shareholders, with one (1) month's prior notice to the scheduled date for the Annual General Meeting, the following documents:

- a) The individual and consolidated financial statements of the Company for the fiscal year ended on December 31, 2022, alongside with the respective explanatory notes and other relevant documents, in accordance with applicable rules;
- b) the independent auditors' annual report;
- c) Standard Financial Statements ("DFP");
- d) The management report on corporate activities and the main administrative facts for the fiscal year ended on December 31, 2022;
- e) CAE's opinion on the financial statements;

- f) The summary annual report of the CAE;
- g) the Fiscal Council Opinion on the financial statements;
- h) the officers' Statement that they have reviewed, discussed, and are in agreement with the opinions expressed in the independent auditors' report;
- i) the officers' Statement that they have reviewed, discussed, and are in agreement with the financial statements;
- j) Remote Voting Ballot; and
- k) this Proposal and its respective schedules.

The documents referred herein are available to the Shareholders at the Company's headquarters and on the Company's electronic pages on the worldwide web (<http://www.omegaenergia.com.br>), as well as on the websites of CVM ([www.gov.br/cvm/](http://www.gov.br/cvm/)) and B3 - Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)).

### **3. CALL FOR GENERAL MEETING**

In accordance with Article 124 of the Brazilian Corporation Law, the General Meeting will be convened by means of a public announcement issued at least three (3) times in the newspapers habitually used by the Company, containing the place, date and time of the General Meeting and its respective agenda.

In accordance with the Brazilian Corporation Law, the first call notice will be issued with at least twenty-one (21) days in advance, in a widely circulated newspaper in the place of the registered office. The deadline for the second call for the General Meeting, if necessary, will be eight (8) days.

Nevertheless, the General Meeting will be considered duly and validly installed, regardless of the formalities described above, if all shareholders of the Company attend the General Meeting, pursuant to §4 of article 124 of the Brazilian Corporation Law.

### **4. INFORMATION FOR THE ATTENDANCE AT THE GENERAL MEETING**

To attend at the General Meeting, Shareholders will have available to their disposal the following options: (i) remote voting ballot (“Ballot” or “RVB”); (ii) attendance via Digital Shareholders Platform (as defined below); or (iii) representation via Digital Shareholders Platform, as provided in paragraph one of Article 126 of Law 6.404/76.

#### **4.1. REMOTE VOTING BALLOT**

CVM Resolution 81/22 rules the remote voting and the inclusion of proposals for resolution in general meetings of public-held companies registered in category A, authorized by a market agency to trade stocks on a stock exchange and which have circulating shares. As of 2018, the adoption of remote voting ballots became mandatory for all public-held companies registered in category A and regulated by CVM Resolution 81/22.

The Company has made the Ballots available in this date at the Company's Investor Relations website (<https://www.omegaenergia.com.br/ri/home>), at CVM website (<https://www.gov.br/cvm/>) and at B3 website ([http://www.b3.com.br/pt\\_br/](http://www.b3.com.br/pt_br/)), in versions that can be printed and manually filled out.

The RVB contains the subject matters of the General Meeting's agenda.

Shareholders who choose to cast their votes remotely in the General Meeting must fill out the RVB indicating whether they approve, reject, or abstain from voting on the resolutions described in the ballot, subject to the following proceedings.

##### **a) Submitting the Remote Voting Ballot directly to the Company**

After completing the Ballot, Shareholders must submit the following documents to the Company:

- (i) the RVB referring to the General Meeting, with all fields duly filled out, all pages initialed, and the last page signed by the shareholder or their legal representative(s), with notarized signature or digital signature with an ICP-Brasil digital certificate;

- (ii) a copy of a valid identification document of the shareholder or its legal representative signing the ballot, according to the instructions set forth in items 4.2 and 4.3 below;
- (iii) a certificate issued by the Company's bookkeeping financial institution with at least a five (5) days in advance to General Meeting's date, according to the instructions set forth in items 4.2 and 4.3 below; and/or
- (iv) in the event of representation of the shareholder, original or authenticated copy of proxy with notarized signature, duly executed pursuant to the applicable law and according to the instructions set forth in item 4.3 of this Manual.

To be validly accepted, the Company shall receive the Ballots together with the respective documentation indicated above in a complete manner through the digital platform named "*Qi Central*" ("Qi Central Platform"), until **April 21, 2023** (inclusive).

To upload the documents at the Qi Central Platform, shareholders must access the link below by clicking on the "*I Want to Participate*" ("Quero Participar"): <https://qicentral.com.br/m/agoe-omega-energia-2023>.

If the shareholder has already attended other general meetings using the *Qi Central Platform* for submission of documents, the same access credentials should be used by entering their email and password. If it is the first time, click on "*Sign up now*" ("Inscreva-se agora") and inform the email address. The system will send a verification code to the email for the completion of the registration.

To register before the Qi Central Platform, it will be necessary to answer some questions prior submitting the documents.

Alternatively, pursuant to Article I of CVM Resolution 81/22, documents may also be submitted to the attention of the Investor Relations Department (i) electronically at the email address [ri@omegaenergia.com.br](mailto:ri@omegaenergia.com.br); or (ii) through hard copies, to be submitted to the following address: Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, CEP 04552-040, São Paulo/SP.

Pursuant to Article 46 of CVM Resolution 81/22, the Company will inform shareholders, within three (3) days counted from the receipt of the Ballots at the email

address indicated above or, preferably via the *Qi Central* Platform, by sending an email to the electronic address provided by the shareholders in the Ballot or through the *Qi Central* Platform, depending on the means used to send the Ballots: (i) the receipt of the RVB, as well as any accompanying documents, are sufficient for the shareholder's vote to be considered valid; or (ii) the need to rectify or resend the RVB or attached documents, describing the proceedings and deadlines for regularization of the remote vote. In the case of rectification, the shareholder must resend the RVB or documentation within 24 (twenty-four) hours of the Company's communication.

Votes cast by shareholders will not be considered in cases where the RVB and/or shareholder representation documents listed above are sent (or resent and/or rectified, as the case may be) without compliance with the deadlines and formalities of sending indicated above.

**b) Submission through service providers (Custodian Agent or Bookkeeper)**

As Article 27 of CVM Resolution 81/22 allows, in addition to the submission of the RVB directly to the Company or via the *Qi Central* Platform, shareholders may also submit instructions for completing the RVB to service providers for collecting and transmitting instructions for completing the RVB, provided that such instructions are submitted by **April 21, 2023** (inclusive) or another specific date indicated by the respective service providers.

Thus, voting instructions may be submitted through the bookkeeper agent of Shareholders holding shares issued by the Company that are deposited in a central depository or, if the shares are in book-entry form, through Itaú Corretora de Valores S.A.

The custodian agent and Itaú Corretora de Valores S.A. will verify the shareholders' voting instructions but will not be responsible for verifying the shareholder's eligibility to exercise the voting rights, being the latter under the Company's sphere of responsibility.

Voting instructions submitted by shareholders holding shares issued by the Company in book-entry form, through Itaú Corretora de Valores S.A. must be carried out through the Itaú Digital Assembly website. For casting votes through the website, it will be necessary to register and have a digital certificate. Information about registration

and step-by-step instructions for obtaining the digital certificate are available at the website:

<https://assembleiadigital.certificadodigital.com/itausecuritiesservices/artigo/home/assembleia-digital>.

Should the Shareholders need further information to verify the procedures established by them for issuing voting instructions via the ballot, as well as the documents and information required for this purpose, they shall contact their respective custodian agents and Itaú Corretora de Valores S.A. Said service providers shall inform shareholders of the receipt of voting instructions or the need for rectification or re-submission and shall provide for applicable procedures and deadlines.

In the case of shareholders whose Company's ownership shares are partially held in custody and in book-entry form or shareholders whose shares are held in custody before more than one custodial institution, voting instructions may be sent only to one institution, and the vote will always be considered for the total number of shares owned by the shareholder.

### **c) Further Information**

In addition, the Company highlights that:

- (i) In case of discrepancies between any Ballot received directly by the Company and a voting instruction collected by the bookkeeper agent (as stated in the bookkeeper's voting map), related to the same CPF or CNPJ number, the voting instruction from the bookkeeper will prevail, pursuant to §2 of Article 48 of CVM Resolution 81/22;
- (ii) As provided in Article 44 of CVM Resolution 81/22 and upon the receipt of voting instructions from shareholders through their respective custodian agents, the Central Depository of B3 will not consider any divergent instructions regarding the same resolution that have been issued by the same CPF or CNPJ registration number;
- (iii) once the deadline for remote voting has ended, i.e., on **April 21, 2023** (inclusive), the shareholder will no longer have the right to modify the voting instructions already submitted, except at the General Meeting, through

participation via the Digital Platform or by proxy, upon formal and express request to disregard the voting instructions submitted via Ballot, prior to the voting of the respective matter(s); and

- (iv) as provided in Article 49 of CVM Resolution 81/22, remote voting instructions will be considered valid in the event of a potential postponement of the General Meeting, or if it becomes necessary to hold a second call, provided that the postponement or holding of the second call does not exceed thirty (30) days from the initially scheduled date for the first call.

#### **4.2. Attendance via Digital Shareholders Platform**

Shareholders who intend to attend remotely, through the "Zoom" digital platform ("Digital Shareholders Platform"), shall preferably register on the Qi Central Platform.

For registration before Qi Central Platform, the shareholders shall access the link below and click on the "I want to Participate" ("Quero Participar") button: <https://qicentral.com.br/m/agoe-omega-energia-2023>.

As provided in item 4.1 above, should the shareholder that has already attended other general meetings and submitted documents through *Qi Central* Platform, the same access credentials should be used by entering their email and password. If it is the first time, click on "*Sign up now*" ("Inscreva-se agora") and enter the email address. The system will send a verification code to the email for the completion of the registration.

To register on the Qi Central Platform, it will be necessary to answer some questions prior submitting the documents.

In accordance with article 6, §3, of CVM Resolution 81/22, to allow for the proper organization of the proceedings, shareholders who intend to attend at the AGM via the Digital Shareholders Platform must submit the documentation indicated below, with a minimum advance notice of two (2) days prior to the date and time of the AGM - that is, **until 9am on April 26, 2023**.

The shareholder or its representative must submit the following scanned documents to the Company, as applicable:

- a) a proof of ownership issued by the financial institution that provides the Company's bookkeeping services, up to a maximum of five (5) days prior to the date of the General Meeting;
- b) with regard to the Shareholders which participates of the fungible custody of nominative shares, the statement containing their respective ownership issued by the competent authority;
- c) the instrument proving the shareholder's representation powers (i.e. POA), as set forth in **item 4.3** below;
- d) a copy of a recent national identification document with photo and national validity (Identity Card issued by an authorized agency, Foreigner Registration Identity Card issued by an authorized agency, valid passport issued by an authorized agency, professional card valid as a civil identity for legal purposes, functional card issued by an authorized agency, or National Driver's License).

The representative of the legal entity shareholder shall present a certified copy of the following documents, duly registered before the competent authority: **(a)** Articles of association or bylaws; and **(b)** Minutes of the Election of the officers who shall (b.i) attend the General Meeting as legal representative of the legal entity, or (b.ii) execute a power of attorney/proxy granting powers to a third party to represent the shareholder's legal entity

Regarding the appointments acts which grant representative powers to vote on behalf of a Legal entity Shareholder, if the referred appointment act is a board of directors' meeting or a general shareholders' meeting then the aforesaid act must be registered before the competent registry.

The same rule applies in the case of legal entity shareholders with representatives that are not listed in the Company's bylaws or have been appointed by a separate appointment act.

As for the Company's investment fund shareholder, representation at the General Meeting will be responsibility of manager or administrator investment institution, subject to the provisions of the regulations of the referred investment funds

with respect to the powers to exercise the voting regarding the fund's portfolio assets. In this case, the representative of the investment fund shall provide the following documents: **(i)** a copy of the latest restated fund regulations (if the regulations do not indicate the fund's voting policy, present a document that does); **(ii)** bylaws or articles of incorporation of its manager or administrator, as the case may be, in accordance with the fund's voting policy and the corporate documents that demonstrate the existence of the representing powers in accordance with the provisions hereinbefore; and; **(iii)** a photo ID of the legal representatives in accordance with the provisions hereinbefore.

The Company will not require the translation of shareholder documents issued abroad if such documents are drafted in Portuguese, English, or Spanish. Documents drafted in languages other than those mentioned above will only be accepted upon presentation of a translation into one of these three languages. This rule also applies to e instruments granting representation powers for investment funds and foreign legal entities.

After the registration on *Qi Central's* Platform or submitting the documentation directly to the Investor Relations Department, the Company will validate the information, and Shareholders or proxyholders will receive an email within twenty-four (24) hours informing them of the approval or rejection of their registration. Shareholders will be allowed to rectify any pending registration until **9:00 am on April 27, 2023.**

Registrations received on weekends will be validated until 5:00 pm on the following Monday.

Shareholders will also be entitled to track the status of their registration on *Qi Central's* Platform and will receive information via their registered email.

Shareholders or duly authorized proxyholders will receive an email containing the access link ("Access Link") to the Digital Shareholders Platform and other necessary instructions for accessing and attending at the General Meeting twenty-four (24) hours before the start of the General Meeting. The Access Link will also be resent one (1) hour before the start of the General Meeting. After screening and accreditation via the Digital Shareholders Platform, shareholders or proxies will be automatically included in the online room for participation, subject to the minimum requirements indicated below.

The Company hereby informs that the Access Link to the General Meeting is personal and non-transferable and cannot be shared, under penalty of shareholder liability.

It is advisable to the Shareholders to become familiar with the Zoom platform and ensure the compatibility of their electronic devices with it. As a precaution, the Company requests that shareholders access the Zoom platform at least thirty (30) minutes before the scheduled start time of the General Meeting to allow for the validation of access for all accredited shareholders.

Regarding representatives of more than one shareholder, they shall only register once and submit all documents relating to their represented shareholders, including a list of them.

If Shareholders do not receive the information to access the Digital Shareholder Platform within 24 (twenty-four) hours prior to the date of the General Meeting, they should send a communication addressed to the Finance and Investor Relations Director, Ms. Andrea Sztajn to the following address [ri@omegaenergja.com.br](mailto:ri@omegaenergja.com.br).

#### **4.3. Proxies (Powers of Attorney)**

The proxies to be adopted by shareholders that choose this method of participation may be found in **Schedule I**. The form includes the persons from the Company who may represent the shareholders choosing this form of representation.

The submission of proxies by shareholders choosing this attendance method will not be mandatory and does not constitute a public request for proxy.

For attendance at general meetings through a representative, pursuant to article 126, § 1 of the Corporation Law and in compliance with the provisions of article 654, § 1 and § 2 of Law No. 10,406, of January 10, 2002 ("Brazilian Civil Code"), the granting of powers of representation must have been granted less than (1) year ago and indicate the place where it was executed, complete identification of the grantor and the grantee, date and purpose of the grant with the designation and scope of the powers conferred, duly signed with notarized signature.

Company Shareholders that are natural persons may only be represented in general meetings by a representative who is a shareholder, administrator of the Company, lawyer, or financial institution, as provided for in article 126, § 1 of the Brazilian Corporation Law. Legal entities that are Company's shareholders may be represented by a proxyholder with powers granted in accordance with their bylaws or articles of incorporation or bylaws

and in according to the provisions of the Brazilian Civil Code, without the need for such person to be an officer of the Company, shareholder, or lawyer (according to precedent: CVM RJ2014/3578, judged on November 4, 2014).

Proxies granted abroad, except those drafted in English and Spanish, shall be translated into Portuguese.

## **5. GENERAL MEETING INSTALLATION**

As provided in article 125 of the Brazilian Corporation Law, the general meetings will be installed on first call with the presence of shareholders of at least one quarter (1/4) of the shares with voting rights, and on second call, with any number of shareholders.

In this sense, resolution over the items on the General Meeting's agenda will occur upon the attendance of shareholders holding at least twenty-five percent (25%) of the total and voting share capital.

## **6. RESOLUTIONS**

Pursuant to article 129 of the Brazilian Corporation Law and article 19 of the Company's Bylaws, the resolutions taken by the shareholders at the general meetings, except for the exceptions provided by law, shall be taken by an absolute majority of votes, disregarding abstentions.

As the matters to be considered at the General Meeting are not subject to approval by qualified majority, the approval of such matters will depend on the absolute majority of shares present at the General Meeting, disregarding abstentions.

## **7. MINUTES OF THE GENERAL MEETING**

Article 20, paragraph one of the Company's Bylaws, in accordance with Article 130, paragraph one, of the Brazilian Corporation Law, provides that the minutes of the Company's general meeting shall be drafted with a summary of the events that occurred, including dissents and protests, containing only a transcript of the resolutions taken. The documents, proposals, statements of vote or dissent referred to in the minutes shall be numbered consecutively, authenticated by the chair and by any shareholder who

requests it, and filed with the company (Article 130, §1, 'a', of the Brazilian Corporation Law).

In addition, the chair, upon the request of an interested shareholder, shall authenticate a copy or excerpt of a proposal, statement of vote or dissent, or protest submitted (Article 130, §1, 'b', of the Brazilian Corporation Law).

In accordance with the applicable law, minutes of the general meeting duly authenticated by the chairman and secretary (Article 130, §1, of the Brazilian Corporation Law), shall be certified and electronically sent to the Brazilian Securities and Exchange Commission (CVM) and B3, and registered before the commercial board of the state where the Company is headquartered and issued in a widely circulated newspaper (Article 135, §1, combined with Article 289 of the Brazilian Corporation Law). Additionally, and upon the authorization of the general meeting, public-held companies may issue the minutes omitting the signatures of the shareholders (Article 130, §2, of the Brazilian Corporations Law).

Therefore, the Management proposes that the minutes of the general meeting is drafted with a summary of the events that occurred, observing the above-mentioned requirements, and that its issuance omits the shareholders' signatures.

## **8. ANALYSIS OF THE MATTERS TO BE DISCUSSED AT THE ANNUAL GENERAL MEETING.**

The purpose of this section is to analyze the matters submitted to the Shareholders' consideration at the General Meeting, thereby allowing a belief formation and providing an informed and thoughtful decision-making process.

The subsections below provide further details on each of the items on the agenda of the General Meeting

### **8.1. The Financial Statements, together with the independent auditors' annual report, the CAE's opinion, and the Fiscal Council opinion for the fiscal year ended on December 31, 2022.**

The Company's Management submits for your consideration the financial statements and corresponding explanatory notes for the fiscal year ended December 31, 2022, prepared in accordance with the Brazilian Corporation Law, the technical

pronouncements of the Accounting Pronouncements Committee (“*Comitê de Pronunciamentos Contábeis*” - CPC) approved by the Brazilian Securities and Exchange Commission (CVM), and other regulations established by the independent agency, duly audited by an independent auditor registered before the CVM.

In compliance with governing regulations and aiming to provide a better understanding of the Company's situation to the Shareholders, pursuant to Item 2 of the Reference Form, **Schedule II** to this Proposal contains the Management comments on Company's financial situation.

**Schedule III** contains the report issued by the CAE on February 27, 2023, summarizing its activities during the fiscal year ended December 31, 2022, as well as its opinion for the approval of the independent auditors' report, the Management report and the proposal for the allocation of the net profit by the General Meeting.

Additionally, **Schedule III** also contains the Company's Fiscal Council opinion, which states that the documents are in a condition to be considered by the General Meeting.

Thus, based on the documents and information made available, the Management proposes to the General Meeting the full approval of the accounts, the Management report, and the financial statements of the Company, accompanied by the annual report of the independent auditors, the report issued by the Audit Committee, and the opinion of the Fiscal Council regarding the fiscal year ended December 31, 2022.

## **8.2. The management report and accounts for the fiscal year ended December 31, 2022**

The Company's Management submits the Shareholders' evaluation the accounts for the financial year ended on December 31, 2022, through the management report.

The Management's report on the Company's business was prepared in accordance with the information disclosed in Item 2 of the Reference Form, complying with CVM regulations.

In addition, the Management's report contains information regarding the relationship between the Company and the independent auditor.

Based on these documents and information, the Administration proposes to the General Meeting the full approval of the accounts and the Management's report for the financial year ended December 31, 2022.

### **8.3. Proposal for allocation of the Company's results for the fiscal year ended December 31, 2022**

Since there was a net loss result in the financial year ended on December 31, 2022, the Company's Management proposes that the result be allocated in accordance with the provisions of the Sole Paragraph of article 189 of the Brazilian Corporation Law, i.e. absorbed by the Company's profit reserves account.

### **8.4. Amounts declared throughout the fiscal year of 2022**

During the 2022 financial year, the Company did not declare dividends and/or interest on equity based on the net profit for the period determined in quarterly or semi-annual financial statements, nor did it declare dividends and/or interest on equity to the profit reserve account.

### **8.5. Additional information from CVM Resolution 81/22.**

Since the Company did not obtain profits in the financial year, the information provided in Annex A of CVM Resolution 81/22 is not applicable (According to the Collegiate Decision of 09/27/2011 (CVM Case No. RJ2010/14687)).

### **8.6. Fiscal Council's Installation**

Pursuant to Article 161 of the Brazilian Corporation Law every company shall have a fiscal council, and the company's bylaws shall provide for its permanent operation or its installation by the general meeting, upon the shareholders' request.

As per Article 47 of the Company's Bylaws, the Fiscal Council operates on a non-permanent basis and shall only be installed upon a shareholder's request, in the cases provided for by law, or by proposal from the of Management.

Despite the absence of a request for installation of the Fiscal Council made by a shareholder or group of shareholders representing one-tenth (0.1) of the Company's

shares, the Management proposes the installation of the Fiscal Council for the 2023 fiscal year, considering the corporate governance improvement resulting from the performance of the supervisory attribution of the Fiscal Council over the Company's Management.

### 8.7. Definition of Fiscal Council Members

In accordance with article 48 of the Company's Bylaws, the Fiscal Council shall be composed of at least three (3) and a maximum of five (5) members. Therefore, the Company proposes that the Fiscal Council be composed of three (3) effective members and an equal number of alternates.

### 8.8. Election of Members of the Fiscal Council

The Company's Management proposes the election of the following candidates for the Fiscal Council, with a term of office until the general meeting that decides over the accounts for the fiscal year ending on December 31, 2023.

Effective members	Alternate Members
Bruno Meirelles Salotti	Tiago Curi Isaac
Vera Lúcia De Almeida Pereira Elias	Flavio Riberi
Ricardo Scalzo	Luiz Fernando Ferraz de Rezende

Pursuant to article 11 of CVM Resolution 81/22, the Company provides shareholders with information regarding items 7.3 to 7.6 of the Reference Form related to the Fiscal Council candidates appointed or supported by the Management or by the shareholders.

Name	CPF	Birth Date	Profession
Bruno Meirelles Salotti	278.948.878-97	22/12/1977	Accountant
<b>Elective Position Held</b>		<b>Other Positions Held at the Issuer</b>	
Fiscal Council Effective Member		Not Applicable	
<b>Election Date (if the Management)</b>	<b>Appointment Date (if the Management)</b>	<b>Term of Office</b>	<b>Elected by the controlling shareholder?</b>

<b>Proposal is approved)</b>	<b>Proposal is approved)</b>	<b>(if the Management Proposal is approved)</b>	
4/28/2023	4/28/2023	til the AGM that approves the financial statements for the 2023 fiscal year	Yes
<b>Consecutive Terms</b>	<b>Independent Member</b>	<b>Criteria Adopted to determine Independence</b>	
2	Yes	Not Applicable	
<b>First Term Initial Date</b>	<b>Conjugal Relationships, Stable marriage or blood relationship (item 7.5 of RF)</b>	<b>Relationships of Subordination, Service Provision or Control Maintained in the Last 3 Fiscal Years (item 7.6 of RF)</b>	
12/23/2021	No	No	
<b>Professional Experience and Declaration</b>			
<p>Mr. Bruno has been a PhD Professor at the Faculty of Economics, Business Management, Accounting and Actuarial Science of the University of São Paulo and since 2006, has been working as a consultant and expert in accounting matters. He holds certification in IFRS from ACCA and as a Fiscal Counselor from the Brazilian Institute of Corporate Governance. He is a member of the Fiscal Council of Ânima Holding S.A. He served as a effective member of the Fiscal Council of Grupo Via Varejo, an open retail trade company, from 2018 to 2020. He also served as a member of the SAC Consult Committee of the IAAER to discuss issues debated in the SAC Advisory Council of the IASB, as a member of the CFC Working Group to analyze IASB standards, and as a member of the judging panel of the Transparency Trophy Anefac-Fipecafi. He is the Coordinator of the International Accounting Laboratory of FEA/USP and author and co-author of several books and articles on Accounting. He is an associate member of the Brazilian Institute of Finance Executives/RJ. None of the aforementioned entities belong to the Company's economic group nor are controlled by a shareholder of the Company holding a direct or indirect interest equal to or greater than five (5%) of the same class or species of security of the Company.</p> <p>Mr. Bruno declares that, in the last five (5) years he has not been convicted in any criminal offense, any conviction in an administrative proceeding by the CVM, nor any conviction that has been appealed or suspended or that has disqualified him from</p>			

practicing his professional or commercial activity. Additionally, he declares that he is not considered a politically exposed person, under the applicable regulations.

<b>Name</b>	<b>CPF</b>	<b>Birth Date</b>	<b>Profession</b>
Tiago Curi Isaac	303.612.048-33	06/16/1982	Business Manager
<b>Elective Position Held</b>		<b>Other Positions Held at the Issuer</b>	
Fiscal Council Alternate Member		Not Applicable	
<b>Election Date (if the Management Proposal is approved)</b>	<b>Appointment Date (if the Management Proposal is approved)</b>	<b>Term of Office (if the Management Proposal is approved)</b>	<b>Elected by the controlling shareholder?</b>
4/28/2023	4/28/2023	til the AGM that approves the financial statements for the 2023 fiscal year	Yes
<b>Consecutive Terms</b>	<b>Independent Member</b>	<b>Criteria Adopted to determine Independence</b>	
2	Yes	Not Applicable	
<b>First Term Initial Date</b>	<b>Conjugal Relationships, Stable marriage or blood relationship (item 7.5 of RF)</b>	<b>Relationships of Subordination, Service Provision or Control Maintained in the Last 3 Fiscal Years (item 7.6 of RF)</b>	
12/23/2021	No	No	
<b>Professional Experience and Declaration</b>			
<p>Mr. Tiago is a member of the Board of Directors of BBM Logistics, Banco do Estado de Sergipe, and Klabin (alternate), as well as a member of the Fiscal Council of Petz and HMOBi. He was CEO and a member of the Board of Directors of DGH Foods, Capital Markets Director of B3, and a member of the Board of Directors of ABRASCA, Mercaprev, and ABVCAP. He holds a degree in Business Management from Faculdade Trevisan, an Advanced Management Program from ESADE Business School, and a specialization in Competitive Marketing Strategy from the Wharton</p>			

School of the University of Pennsylvania. He is a professor of the Board of Directors training program at IBGC.

Mr. Tiago declares that in the last five (5) years, he has not been convicted in any criminal offense, any conviction in an administrative proceeding by the CVM, nor any conviction that has been appealed or suspended or that has disqualified him from practicing his professional or commercial activity. Additionally, he declares that he is not considered a politically exposed person, under the applicable regulations.

<b>Name</b>	<b>CPF</b>	<b>Birth Date</b>	<b>Profession</b>
Vera Lúcia De Almeida Pereira Elias	492.846.497-49	07/25/1961	Accountant
<b>Elective Position Held</b>		<b>Other Positions Held at the Issuer</b>	
Fiscal Council Effective Member		Not Applicable	
<b>Election Date (if the Management Proposal is approved)</b>	<b>Appointment Date (if the Management Proposal is approved)</b>	<b>Term of Office (if the Management Proposal is approved)</b>	<b>Elected by the controlling shareholder?</b>
4/28/2023	4/28/2023	til the AGM that approves the financial statements for the 2023 fiscal year	Yes
<b>Consecutive Terms</b>	<b>Independent Member</b>	<b>Criteria Adopted to determine Independence</b>	
2	Yes	Not Applicable	
<b>First Term Initial Date</b>	<b>Conjugal Relationships, Stable marriage or blood relationship (item 7.5 of RF)</b>	<b>Relationships of Subordination, Service Provision or Control Maintained in the Last 3 Fiscal Years (item 7.6 of RF)</b>	
12/23/2021	No	No	

### Professional Experience and Declaration

Ms. Vera Lúcia is a member of the Audit Committee of Banco do Brasil, BB Asset Management, BB Ativos S.A e BB Consórcios. Member of the IBG Committee. She was alternate Fiscal Counselor of Vale S.A (2022/2023) She was also a member of the Business Council for Governance and Compliance of the Commercial Association of Rio de Janeiro – ACRJ and Coordinator of the Brazilian Institute of Corporate Governance (“IBGC”) in the RJ Chapter (2019/2022). She was a member of the Audit Committees of Brazilian National Mint (*Casa da Moeda do Brasil*) (2018/2020) and Fibria Celulose S.A. (2018/2019). In addition, she was a member of the Fiscal Councils of Indústrias Romi S.A. (2020/2021), Neenergia S.A. (2017/2020), Mills Estruturas e Serviços de Engenharia S.A (2015/2018), and Norte Energia S.A. (2013). She also served as a member of the Deliberative Council of the Vale do Rio Doce Social Security Foundation - VALIA (2013/2015) and the Financial Committee of Valia (2007/2011). She has extensive experience in the area of control, having worked for more than 25 years at Vale S.A., where she reached the position of general manager and accountant. Before that, she worked for several years at an external auditing firm: *PriceWaterhouse Auditores Independentes*.

Ms. Vera declares that, in the last five (5) years, she has not been convicted of any criminal offense, any administrative process by the CVM, nor any conviction that has been finalized, in the judicial or administrative sphere, that has suspended or disabled the practice of her professional or commercial activity. Additionally, she declares that she is not considered a politically exposed person, according to applicable regulations.

Name	CPF	Birth Date	Profession
Flavio Riberi	307.631.298-79	23/07/1982	Accountant and Economist
<b>Elective Position Held</b>		<b>Other Positions Held at the Issuer</b>	
Fiscal Council Alternate Member		Not Applicable	
<b>Election Date (if the Management Proposal is approved)</b>	<b>Appointment Date (if the Management Proposal is approved)</b>	<b>Term of Office (if the Management Proposal is approved)</b>	<b>Elected by the controlling shareholder?</b>
4/28/2023	4/28/2023	til the AGM that approves the financial	Yes

		statements for the 2023 fiscal year	
<b>Consecutive Terms</b>	<b>Independent Member</b>	<b>Criteria Adopted to determine Independence</b>	
2	Yes	Not Applicable	
<b>First Term Initial Date</b>	<b>Conjugal Relationships, Stable marriage or blood relationship (item 7.5 of RF)</b>	<b>Relationships of Subordination, Service Provision or Control Maintained in the Last 3 Fiscal Years (item 7.6 of RF)</b>	
12/23/2021	No	No	
<b>Professional Experience and Declaration</b>			

<b>Name</b>	<b>CPF</b>	<b>Birth Date</b>	<b>Profession</b>
Flavio Riberi	307.631.298-79	23/07/1982	Accountant and Economist
<b>Elective Position Held</b>		<b>Other Positions Held at the Issuer</b>	
Fiscal Council Alternate Member		Not Applicable	
<b>Election Date (if the Management Proposal is approved)</b>	<b>Appointment Date (if the Management Proposal is approved)</b>	<b>Term of Office (if the Management Proposal is approved)</b>	<b>Elected by the controlling shareholder?</b>
4/28/2023	4/28/2023	til the AGM that approves the financial statements for the 2023 fiscal year	Yes
<b>Consecutive Terms</b>	<b>Independent Member</b>	<b>Criteria Adopted to determine Independence</b>	

Not Applicable	Yes	Not Applicable
<b>Professional Experience and Declaration</b>		
<p>Mr. Flávio is the Coordinator of postgraduate courses, professor of undergraduate and postgraduate courses at Fipecafi College, with over 18 years of experience in accounting auditing, internal auditing, and controlling, having held positions such as Controller, Compliance Officer, and Audit Manager in multinational companies. He is a member of the Professional Development Committee of CRC-SP, speaker, lecturer, and author of relevant publications in the accounting field. He is the Deputy Vice-President of Accounting at ANEFAC, a substitute member of Fiscal Councils, and a member of the Paulista Academy of Accounting, occupying chair n. 61. In addition, he holds a degree in Accounting and Economics from PUC-SP, a Master's degree in controlling and accounting from FEA-USP (Award for the best master thesis in 2021 in the PPGCC FEA-USP), and is currently a Ph.D. candidate in controlling and accounting at FEA-USP.</p> <p>Mr. Flávio declares that, in the last five (5) years, he has not been convicted of any criminal offense, any administrative conviction by CVM, nor any final judicial or administrative conviction that has suspended or disqualified him from practicing his professional or commercial activity. Additionally, he declares that he is not considered a politically exposed person, within the meaning of applicable regulations.</p>		

Name	CPF	Birth Date	Profession
Ricardo Scalzo	370.933.557-49	05/24/1951	Physician
<b>Elective Position Held</b>		<b>Other Positions Held at the Issuer</b>	
Fiscal Council Effective Member		Not Applicable	
Election Date (if the Management Proposal is approved)	Appointment Date (if the Management Proposal is approved)	Term of Office (if the Management Proposal is approved)	Elected by the controlling shareholder?
4/28/2023	4/28/2023	til the AGM that approves the financial statements for the 2023 fiscal year	Yes

<b>Consecutive Terms</b>	<b>Independent Member</b>	<b>Criteria Adopted to determine Independence</b>
2	Yes	Not Applicable
<b>First Term Initial Date</b>	<b>Conjugal Relationships, Stable marriage or blood relationship (item 7.5 of RF)</b>	<b>Relationships of Subordination, Service Provision or Control Maintained in the Last 3 Fiscal Years (item 7.6 of RF)</b>
12/23/2021	No	No

#### **Professional Experience and Declaration**

Mr. Ricardo is a certified member of the Brazilian Institute of Corporate Governance since October 2009 and currently serves on the Fiscal Council of the following companies: Lojas Americanas S.A. (since the first year of the council's implementation in 1999 until 2019), a publicly traded company in the retail sector; Tecnisa S.A. (2007 to 2019), a publicly traded company in the real estate sector; Kroton Educacional S.A. (2011 to 2019), a publicly traded company in the education sector; Maringá Mineração S.A. (2013 to 2019), a mining company; São Carlos Participações S.A (2013 and 2019), a publicly traded company in the real estate sector; and Gol Linhas Aéreas Inteligentes S.A (2019 alternate member), a publicly traded company in the aviation sector. He was also a fiscal council member of the following companies: Aliansce Shopping Centers S.A (2014 to 2015), a publicly traded company in the shopping sector; MLog S.A (2015), a mining and logistics company; BHG Hotéis S.A (2011 to 2015), a publicly traded company in the hotel sector; Magnesita Refratários S.A., a publicly traded company in the industrial sector; Suzano Holding S.A. (2015 to 2018), a holding company of an industrial conglomerate focused on the paper and pulp sector; Aceco S.A (2015 to 2018), a company in the data center infrastructure sector; South American Lighting Participações S.A (2016 to 2018), a company for leasing non-financial intangible assets; and Camil Alimentos S.A. (2018 to 2019), a publicly traded company in the food sector. None of the mentioned companies belong to the economic group of the issuer or are controlled by a shareholder of the issuer who holds, directly or indirectly, 5% or more of the same class or type of security of the issuer.

Mr. Ricardo declares that, in the last five (5) years, he has not been convicted of any criminal offense, any conviction in an administrative proceeding by the CVM, nor any conviction that has become final, in the judicial or administrative sphere, which has suspended or disqualified the practice of his professional or commercial activity. Additionally, he declares that he is not considered a politically exposed person, as defined by applicable regulations.

<b>Name</b>	<b>CPF</b>	<b>Birth Date</b>	<b>Profession</b>
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Luiz Fernando Ferraz de Rezende	074.032.588-43	02/08/1965	Lawyer
<b>Elective Position Held</b>		<b>Other Positions Held at the Issuer</b>	
Fiscal Council Alternate Member		Not Applicable	
<b>Election Date (if the Management Proposal is approved)</b>	<b>Appointment Date (if the Management Proposal is approved)</b>	<b>Term of Office (if the Management Proposal is approved)</b>	<b>Elected by the controlling shareholder?</b>
4/28/2023	4/28/2023	til the AGM that approves the financial statements for the 2023 fiscal year	Yes
<b>Consecutive Terms</b>	<b>Independent Member</b>	<b>Criteria Adopted to determine Independence</b>	
2	Yes	Not Applicable	
<b>First Term Initial Date</b>	<b>Conjugal Relationships, Stable marriage or blood relationship (item 7.5 of RF)</b>	<b>Relationships of Subordination, Service Provision or Control Maintained in the Last 3 Fiscal Years (item 7.6 of RF)</b>	
12/23/2021	No	No	
<b>Professional Experience and Declaration</b>			
<p>Mr. Luiz Fernando was a lawyer and later served as manager and legal superintendent at Banco Safra, where he worked for 12 years. Since October 2011, he has been a partner at Rio Branco SP, responsible for providing legal advice on financial and administrative consulting. He has also been a professor of Tax Law and Business Theory for undergraduate students at UNIP since 1993 and has taught preparatory courses for the Bar Exam and Public Service Examinations in Tax Law at LEX and ANGLO. In the non-profit sector, he served as Executive Director and Legal Representative at TUCCA Association, which provides care for children and adolescents with cancer (2002-2016). None of the companies mentioned are part of the issuer's economic group or controlled by a shareholder of the issuer holding direct</p>			

or indirect participation equal to or greater than 5% of the same class or type of the issuer's securities.

Mr. Luiz declares that, in the last five (5) years, he has not been convicted of any criminal offense, any conviction in an administrative proceeding by the CVM, nor any conviction that has become final, in the judicial or administrative sphere, which has suspended or disqualified the practice of his professional or commercial activity. Additionally, he declares that he is not considered a politically exposed person, as defined by applicable regulations.

### **8.9. Setting the global annual compensation of the Company's management for the fiscal year of 2023.**

According to Article 152 of the Brazilian Corporation Law, the general meeting must define the overall or individual amount of compensation for the management, including any benefits and representation allowances, taking into account their responsibilities, the time dedicated to their attributions, their competence and professional reputation, and the amount of their services in the market.

#### 8.9.1. Management and Fiscal Council members overall compensation

The overall amount proposed for the Company's Management and members of the Fiscal Council includes the compensation of the Company's Board of Directors, Executive Officers, and Fiscal Council, including fixed and variable (maximum) compensation, direct and indirect benefits, as well as estimated amounts to be acknowledged in the Company's results due to the First Stock Option Grant Plan of the Company, as approved by the General Shareholders' Meeting held on September 24, 2021, and amended by the General Shareholders' Meeting held on October 7, 2021, and October 28, 2021.

For the 2023 fiscal year, the Company proposes to define an overall amount of up to BRL 29.983.575,98 for the managements' compensation, with the Board of Directors being responsible for allocating individual compensation and distributing fixed and variable amounts, within the proposed limit, in accordance with Article 28, sole paragraph, of the Company's Bylaws.

The Company highlights that the management is under preliminary discussions over the draw up of a new stock option plan.

#### 8.9.2. Amounts to be allocated to the management bodies

The table below indicates the estimated division of the overall compensation among the Company's management bodies. It is important to highlight that, pursuant to Article 29, sole paragraph, of the Company's Bylaws, the competence to distribute the overall compensation rests with the Board of Directors, which will be responsible for allocating compensation among the bodies and distributing compensation between fixed and variable portions, noting that such resolutions may differ from those set out in this Proposal.

	Forecast for the current fiscal year 2023 (in BRL)			
	Board of Directors	Statutory Management	Fiscal Council	Total
Variable Compensation*	0,00	23.645.306,40	0,00	<b>23.645.306,40</b>
Charges on variable compensation	0,00	0,00	0,00	<b>0,00</b>
Fixed Compensation**	1.296.000,00	4.476.719,14	447.671,91	<b>6.220.391,05</b>
Direct and indirect benefits	0,00	117.878,53	0,00	<b>117.878,53</b>
Equity-based compensation	0,00	100,00	0,00	<b>00,00</b>
<b>TOTAL</b>	<b>1.296.000,00</b>	<b>28.239.904,07</b>	<b>447.671,91</b>	<b>29.983.575,98</b>

(\*) Amount considered upon reaching the maximum value of 200% of the corporate goals (maximum amount).

(\*\*) Amounts free of charges that are the Company's burden.

### 8.9.3. Comparison between proposed compensation with last year's previous compensation

When one compares the forecasted amounts for 2023 with the amounts of 2022, the result is the following variations: **(a)** the overall compensation for the Board of Directors is lower due to the reduction in the average number of members that receive compensation, 4.17 in the year 2022 and 3.00 forecasted for the current year; **(b)** the Statutory Management had slight variation due to inflation.

	Forecast for the current fiscal year 2023 (in BRL)			
	Board of Directors	Statutory Management	Fiscal Council	Total
Variable Compensation*	0,00	23.645.306,40	0,00	<b>23.645.306,40</b>
Charges on variable compensation	0,00	0,00	0,00	<b>0,00</b>
Fixed Compensation**	1.296.000,00	4.476.719,14	447.671,91	<b>6.220.391,05</b>
Direct and indirect benefits	0,00	117.878,53	0,00	<b>117.878,53</b>
Equity-based compensation	0,00	00,00	0,00	<b>00,00</b>
<b>TOTAL</b>	<b>1.296.000,00</b>	<b>28.239.904,07</b>	<b>447.671,91</b>	<b>29.983.575,98</b>

(\*) Amount realized for the year 2022.

(\*\*) Amounts free of charges that are the Company's burden.

	Forecast for this current fiscal year of 2022 (in BRL)			
	Statutory Management	Statutory Management	Statutory Management	Total
Variable Compensation*	-	21.761.938,92	-	<b>21.761.938,92</b>
Charges on variable compensation	-	-	-	-
Fixed Compensation**	1.890.000,00	4.392.482,34	415.692,33	<b>6.698.174,67</b>
Direct and indirect benefits	-	217.592,68	-	<b>217.592,68</b>
Equity-based compensation	-	655.000,00	-	<b>655.000,00</b>
<b>TOTAL</b>	<b>1.890.000,00</b>	<b>27.027.013,93</b>	<b>415.692,33</b>	<b>29.332.706,27</b>

(\*) Amount considered upon reaching the maximum value of 200% of the corporate goals (maximum amount)..

(\*\*) Amounts free of charges that are the Company's burden.

#### 8.9.4. Additional information on compensation

As provided for in Article 13 of CVM Resolution 81/22 and pursuant to Item 8 of the Reference Form, the information regarding the managements' compensation is included in **Schedule IV** to this Proposal.

## **9. CONCLUSIONS**

For the reasons stated above, the Company's Management submits this Proposal for the consideration of the Shareholders in the General Meeting, recommending its full approval.

São Paulo, March 28, 2023.

**José Carlos Reis de Magalhães Neto**  
Chairman of the Board of Directors



MANAGEMENT PROPOSAL

SCHEDULE I

**POWER-OF-ATTORNEY/PROXYFORMS FOR INDIVIDUALS AND CORPORATE  
ENTITIES**

## [INDIVIDUAL PERSON MODEL]

### POWER OF ATTORNEY

#### 1. GRANTOR:

[Name], [nationality], [marital status], [profession], bearer of ID card number [XX], registered under CPF number [XX], resident and domiciled in the City of [XX], State of [XX], at [XX] (“Grantor”), hereby appoints and constitutes as his/her proxyholders:

#### 2. PROXYHOLDERS:

- **Mr. Henrique Leite**, Brazilian, single, lawyer, registered under CPF/ME No. 438.653.518-75, bearer of ID card number 49.657.332-9, issued by the SSP/SP, resident and domiciled in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040;
- **Mrs. Clarissa Falcão Rebello**, Brazilian, married, lawyer, registered under CPF/ME No. 104.957.137-16, bearer of ID card number 20.511.262-6, issued by the SSP/RJ, resident and domiciled in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040;
- **Mr. Alexandre Tadao Amoroso Suguita**, Brazilian, married, lawyer, registered under CPF No.312.734.478-32 and bearer of ID card number 27624999 – SSP/SP, with a business address in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040.
- **Mrs. Andrea Sztajn**, Brazilian, single, business administrator, bearer of ID card number 28.155.659-3 (SSP/SP), registered under CPF No.302.199.438-50, resident and domiciled in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040.

#### 3. POWERS

For the specific purpose of, individually or jointly, representing the Grantor as a shareholder of **Omega Energia S.A.**, a public-held corporation, with headquarters in the City of São Paulo, State of São Paulo, at Rua Elvira Ferraz, 68, 12th floor, units 123 and 124, Vila Olímpia neighborhood, ZIP Code(CEP) 04.552-040, registered under CNPJ/ME No. 42.500.384/0001-51 (the “Company”) at the Annual General Meeting of the Company to

be held on April 28, 2023, on first call, and, if applicable, on a second call, on a date to be defined by the second call notice to be published by the Company in accordance with applicable law ("AGM"), the Proxyholders may, individually or jointly, exercise without restriction all the rights of the Grantor as a shareholder of the Company, including, for the specific purpose of voting strictly in accordance with the guidelines set forth below, in accordance with the agenda of the notice and management proposal published for this AGM (unless otherwise provided herein):

(i) the Company's financial statements together with the independent auditors' report, the **opinion** of the Audit and Risk Management Committee ("CAE") and the Company's Fiscal Council's for the fiscal year ended December 31, 2022:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(ii) the management report and accounts for the fiscal year ended December 31, 2022:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(iii) the proposal for the allocation of the Company's results for the fiscal year ended December 31, 2022, which shall be absorbed by the Company's profit reserves account, pursuant to the Sole Paragraph of Article 189 of the Brazilian Corporation Law, since there was a net loss in that period.

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(iv) the managements proposal for the fiscal council's installation, pursuant to article 161 of the Brazilian Corporation Law.;

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(v) The proposal for the establishment of 3 effective members and an equal number of alternates to compose the Fiscal Council, with a term of office until the general meeting that will decide on the accounts for the fiscal year ending on December 31, 2023;

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(vi) The management proposal for the election of the slate for the Fiscal Council indicated in the Management Proposal:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(vii) Indication of all names that are part of the slate.

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(viii) If one of the candidates that make up the slate ceases to be part of it to accommodate the separate election referred to in article 161, § 4, "a" of the Brazilian Corporation Law, the votes corresponding to the shares may continue to be counted for the chosen slate:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(ix) The management proposal for the global annual compensation of the Company's management, including the Fiscal Council members, for the fiscal year of 2023:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

Furthermore, the proxyholders will be entitled to sign corporate books, shareholder attendance lists, records and minutes of the meeting and any other corporate books or documents, as well as to perform any other acts necessary for the fulfillment of this mandate, which may be sub-delegated in whole or in part.

This instrument shall remain valid for a period of 90 days from this date.

[Place], [Month] [Day], 2023.

[Signature]

**[NAME]**

## [LEGAL ENTITY MODEL]

### POWER OF ATTORNEY

#### 4. **GRANTOR:**

[CORPORATE NAME], [corporate type], [marital status], [profession], enrolled with Brazilian taxpayers' registry ("CNPJ/ME") under number [XX], headquartered in the City of [XX] ("Grantor"), herein represented by its legal representatives, hereby appoints and constitutes as its proxyholders:

#### 5. **PROXYHOLDERS:**

- **Mr. Henrique Leite**, Brazilian, single, lawyer, registered under CPF/ME No. 438.653.518-75, bearer of ID card No. 49.657.332-9, issued by the SSP/SP, resident and domiciled in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040;
- **Mrs. Clarissa Falcão Rebello**, Brazilian, married, lawyer, registered under CPF/ME No. 104.957.137-16, bearer of ID card No. 20.511.262-6, issued by the SSP/RJ, resident and domiciled in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040;
- **Mr. Alexandre Tadao Amoroso Suguita**, Brazilian, married, lawyer, registered under CPF/ME No. 312.734.478-32 and bearer of ID card No. 27624999 – SSP/SP, with a business address in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040.
- **Mrs. Andrea Sztajn**, Brazilian, single, business administrator, bearer of ID card No. 28.155.659-3 (SSP/SP), registered under CPF/ME No. 302.199.438-50, resident and domiciled in the City of São Paulo, State of São Paulo, with a business address at Rua Elvira Ferraz, 68, 12th floor, Vila Olímpia, ZIP Code 04552-040.

#### 6. **POWERS**

For the specific purpose of, individually or jointly, representing the Grantor as a shareholder of **Omega Energia S.A.**, a public-held corporation, with headquarters in the City of São Paulo, State of São Paulo, at Rua Elvira Ferraz, 68, 12th floor, units 123 and 124, Vila Olímpia, ZIP Code (CEP) 04.552-040, registered under CNPJ/ME number 42.500.384/0001-51 (the "Company") at the Annual General Meeting of the Company to

be held on April 28, 2023, on first call, and, if applicable, on a second call, on a date to be defined by the second call notice to be published by the Company in accordance with applicable law ("AGM"), the Proxyholders may, individually or jointly, exercise without restriction all the rights of the Grantor as a shareholder of the Company, including, for the specific purpose of voting strictly in accordance with the guidelines set forth below, in accordance with the agenda of the notice and management proposal published for this AGM (unless otherwise provided herein):

(i) the Company's financial statements together with the independent auditors' report, the **opinion** of the Audit and Risk Management Committee ("CAE") and the Company's Fiscal Council's for the fiscal year ended December 31, 2022:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(ii) the management report and accounts for the fiscal year ended December 31, 2022:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(iii) the proposal for the allocation of the Company's results for the fiscal year ended December 31, 2022, which shall be absorbed by the Company's profit reserves account, pursuant to the Sole Paragraph of Article 189 of the Brazilian Corporation Law, since there was a net loss in that period.

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(iv) the management proposal for the fiscal council's installation, pursuant to article 161 of the Brazilian Corporation Law.;

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(v) The proposal for the establishment of 3 effective members and an equal number of alternates to compose the Fiscal Council, with a term of office until the general meeting that will decide on the accounts for the fiscal year ending on December 31, 2023;

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(vi) The managements proposal for the election of the slate for the Fiscal Council indicated in the Management Proposal:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(vii) Indication of all names that are part of the slate.

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(viii) If one of the candidates that make up the slate ceases to be part of it to accommodate the separate election referred to in article 161, § 4, "a" of the Brazilian Corporation Law, the votes corresponding to the shares may continue to be counted for the chosen slate:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

(ix) The management's proposal for the overall annual compensation of the Company's management, including the Fiscal Council members, for the fiscal year of 2023:

Proxyholders shall vote:

<u>In Favor</u>	<u>Against</u>	<u>Abstention</u>
[ ]	[ ]	[ ]

Furthermore, the proxyholders will be entitled to sign corporate books, shareholder attendance lists, records and minutes of the meeting and any other corporate books or documents, as well as to perform any other acts necessary for the fulfillment of this mandate, which may be sub-delegated in whole or in part.

This instrument shall remain valid for a period of 90 days from this date.

[Place], [Month] [Day], 2023.

[Signature]

**[CORPORATE NAME]**

**MANAGEMENT PROPOSAL**

**SCHEDULE II**

**MANAGEMENT COMMENTS**

**(ITEM 2 OF THE REFERENCE FORM)**

2. Managements' comments:

The following comments should be read together with the individual and consolidated financial statements of the Company for the year ended December 31, 2022, which were prepared in accordance with accounting practices adopted in Brazil, including provisions of corporate law set out in Law No. 6,404/76, as amended; rules and regulations issued by the Brazilian Securities and Exchange Commission ("CVM"); and accounting pronouncements, interpretations, and guidances issued by the Accounting Pronouncements Committee ("CPC"), approved by the Federal Accounting Council and CVM, and are in compliance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

All relevant information relating to the individual and consolidated financial statements has been disclosed and corresponds to that adopted by the Management when carrying out the Company's activities, in accordance with Technical Guidance OCPC 07.

Given that the Company was incorporated on May 27, 2021, and as part of the Corporate Restructuring of the Group (as defined in **item 2.2.ii**), received contributions from shareholders, represented by their ownership in Omega Geração S.A. and Omega Desenvolvimento S.A. on December 19, 2021, pursuant to the minutes of the Board of Directors' meeting, comparative information on the income statements corresponds to the period from December 19 to December 31, 2021.

The managements' analysis providing clarification on the results obtained and the reasons for the fluctuation in the amounts of the Company's balance sheet accounts constitute an opinion on the impacts or effects of the data contained in the financial statements of the Company's financial position. The Company's management cannot assure that the financial position and results obtained in the past will be obtained in the future.

The terms "HA" and "VA" appearing in certain tables below mean "Horizontal Analysis" and "Vertical Analysis," respectively.

Horizontal Analysis compares ratios or line items in our financial statements over a period. It will not apply for some 2022 vs. 2021 comparisons, as explained before on the information regarding the Company's incorporation.

Vertical Analysis represents the percentage or item of a line in relation to net revenue for the applicable periods for the results of our operations, or in relation to total assets on the applicable dates for the statement of our balance sheet.

2.1. The management should comment on:

**a. General Financial and Asset Conditions:**

The Management has assessed the ability of the Company and its subsidiaries to continue operating normally and understands that the companies have resources to continue their business in the future. The Company's management also understands that the Company has sufficient financial and asset conditions to fulfill its short and long-term obligations. The following comments are based on the Company's consolidated financial statements and quarterly information.

The Management also understands that the Company's working capital is sufficient for the current needs and its cash resources, including third party loans, are sufficient to meet the funding of its activities and cover its short and long-term resources needs.

Furthermore, the Company has been monitoring the development of the Coronavirus ("Covid-19") pandemic and its variants, and no significant impact has been observed on its activities as of the date of this Proposal.

As of December 31, 2022, the Company had current assets in the amount of BRL 2,973,634 thousand, of which BRL 1,473,012 thousand was in cash and cash equivalents, with BRL 1,387,358 thousand allocated in immediate liquidity financial applications, BRL 960,488 thousand related to future contracts for energy commercialization, and BRL 310,546 thousand related to accounts receivable from customers resulting from the sale of electricity, whose receipt period is less than 12 months. The current liabilities equaled BRL 3,109,655 thousand on December 31, 2022, of which BRL 1,724,473 thousand refers to the current portion of long-term loans and financing, related to financing contracts with the Banco Nacional de Desenvolvimento Econômico e Social - BNDES, Banco do Nordeste - BNB, cédula de crédito bancário ("CCB"), infrastructure debentures, debentures issued

by the Company, Fundo de Desenvolvimento do Nordeste - FDNE (SUDENE), and offshore loans. The Company's total loans and financing, in turn, are related to financing its projects and acquisitions, with an average term of 4.7 years and an average cost of 10.68% p.a. as of December 31, 2022. The net working capital (current assets divided by current liabilities) on December 31, 2022, was 0.96x, indicating the short-term liquidity position.

As of December 31, 2021, the Company had current assets in the amount of BRL 2,269,999 thousand, of which BRL 1,194,182 thousand in cash and cash equivalents, with BRL 1,107,027 thousand allocated in immediate liquidity financial applications, BRL 581,868 thousand related to future contracts for energy commercialization, and BRL 297,551 thousand related to accounts receivable from customers resulting from the sale of electricity, whose receipt period is less than 12 months. The current liabilities totaled BRL 1,520,623 thousand on December 31, 2021, of which BRL 482,088 thousand refers to the current portion of long-term loans and financing, related to financing contracts with the BNDES, BNB, CCB, infrastructure debentures, debentures issued by the Company. The Company's total loans and financing, in turn, are related to financing its projects and acquisitions, with an average term of 5.9 years and an average cost of 8.66% p.a. as of December 31, 2021. The net working capital (current assets divided by current liabilities) on December 31, 2021, was 1.49x, indicating the short-term liquidity position.

The table below presents the main data and indicators for the indicated periods (in thousands of Reais):

	12/31/2022	12/31/2021
Current and non-current liabilities	11.698.235	8.357.678
Cash and cash equivalents <sup>1</sup>	1.684.081	1.423.481
Net debt <sup>1</sup>	6.691.923	4.614.952
Net worth	5.179.366	4.306.249
Net Debt/PL <sup>1</sup>	1,29	1,07

<sup>1</sup> - considers restricted cash.

#### **b. Capital structure:**

The Company's management understands that the current capital structure of the Company, primarily measured by the net debt-to-equity ratio, is appropriate for the continuity of its activities. The Company's activities are supported by its own cash generation and by resources provided by shareholders or financing obtained from third parties.

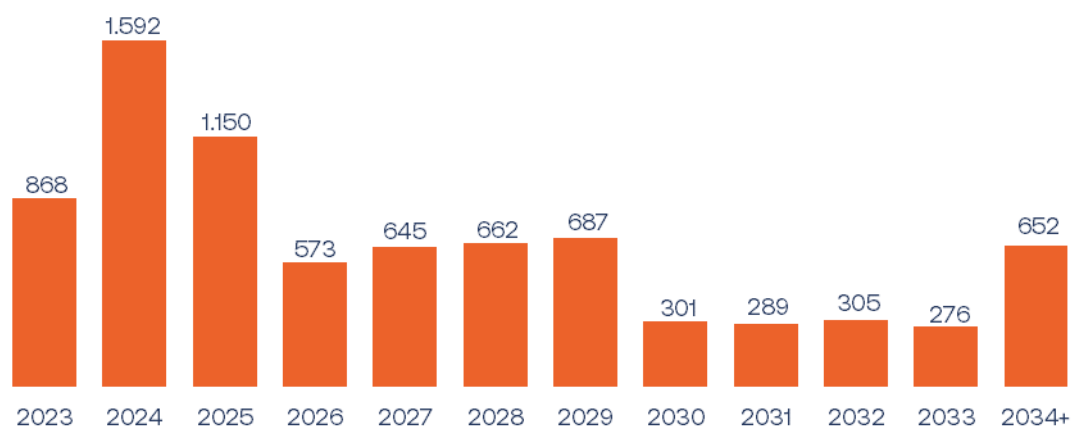
As of December 31, 2022, the Company's capital structure had 56% in third-party resources, corresponding to BRL 6,691,923 thousand (net debt), and 44% in resources from its shareholders, corresponding to BRL 5,179,366 thousand (equity).

As of December 31, 2021, the Company's capital structure had 52% in third-party resources, corresponding to BRL 4,614,952 thousand (net debt), and 48% in resources from its shareholders, corresponding to BRL 4,306,249 thousand (equity).

**c. Capacity to pay with regard to the financial commitments undertaken by the Company:**

The Company's management understands that the Company's projected cash flow is sufficient to meet its assumed financial commitments, which were limited, as of December 31, 2022, to financing contracts with BNDES, BNB and FDNE (SUDENE), CCB, infrastructure debentures, debentures issued by the Company's subsidiaries, and Offshore Loans.

The principal repayment flows of the debt (in millions of Brazilian reais) scheduled for the coming years as of December 31, 2022 are presented in the graph below:



It is noteworthy to mention that the debt amortization schedule is well distributed over the years, allowing the increasingly diversified cash generation of assets to comply with the obligations related to the Company's financing.

The Company's management understands that the monthly revenue flow from the last fiscal year was sufficient to fulfill these obligations, as well as that the projected monthly revenue flow of the Company will be sufficient to meet its obligations in the future.

Notwithstanding the above, the Company may use other sources of resources to cover any liquidity deficiencies. In addition, as indicated in subitem (f), (iv), of this Section 2, the Company's subsidiaries are subject to debt restriction ratios (*covenants*), which the Company has observed since its incorporation.

**d. sources of funding for working capital and for investments in non-current assets used:**

As of December 31, 2022, the Company's consolidated debt was approximately 54% concentrated in assets and composed of long-term financing with BNDES (indexed to TJLP), infrastructure debentures (indexed to IPCA), financing contracts with BNB (indexed to IPCA), and financing contracts for the transferring of FDNE resources, which are the main sources of funding used by the Company and its subsidiaries in the last two fiscal years since the Company's incorporation. As of December 31, 2022, the consolidated balance, which includes the principal and interest amount (loans, financing, and current and non-current debentures) was BRL 8,438,308,000, with the Company's gross debt of BRL 8,376,004,000 net of fundraising costs.

In addition, the Company has a pre-approved credit limit with commercial banks for any eventual need for working capital.

All resources from financing contracts with BNDES, BNB, FDNE, and infrastructure debentures issued by the Company's subsidiaries were entirely allocated to the implementation of the plants operated by the Company. The resources raised through corporate debentures of Omega Geração S.A. were used (i) in the case of the 1<sup>st</sup> issuance, for the acquisition of 100% of the Assuruá Wind Complex, early payment of the promissory notes raised for the acquisition of 50% of the Pirapora Solar Complex, and reimbursement of investments for the implementation of the Delta 5 and Delta 6 wind complexes, (ii) in the case of the 2<sup>nd</sup> issuance, for reimbursement of investments related to the implementation of 3 wind power plants in the municipality of Paulino Neves, in the state of Maranhão, with a total installed capacity of 97.2 MW ("Delta 7 and 8") and implementation of 2 wind power plants in the municipality of Gentio do Ouro, in the state of Bahia, with a total installed capacity of 50 MW ("Assuruá 3") and (iii) in the case of the 3<sup>rd</sup> issuance, for the prepayment of existing project debts, especially in the optimization of the capital structure of the Santa Vitória do Palmar Complex and Hermenegildo Complex, as well as for cash and working capital reinforcement.

The funds raised in the amount of BRL 650,000 thousand through the 1<sup>st</sup> (First) issuance of Omega Desenvolvimento S.A. Debentures, a subsidiary of the Company, held

in June 2022, were used to carry out investments and reimbursements of expenses related to renewable energy generation development and implementation projects, including the Assuruá 4 and Assuruá 5 wind projects, as well as cash reinforcement and working capital. The debentures will be amortized at maturity in June 2025, and the remunerative interest will be paid semiannually and equivalent to the CDI rate + 2.70% p.y.

The funds from the offshore loan contracted by Omega Digital Renewable Energy, LLC in June 2022 and August 2022, in the amounts of BRL 262,462 thousand and BRL 512,470 thousand, respectively, were used to carry out investments and reimbursements of expenses related to the Goodnight 1 renewable energy generation development and implementation project.

As of December 31, 2022, the average debt amortization period of the Company was 4.9 years, and the average cost was 10.94%. The IPCA and CDI rates are the main indexers of the debt contracts, corresponding to 37% and 36%, respectively, of the financing balance.

**e. sources of financing for working capital and for investments in non-current assets that the Company intends to use to cover liquidity deficiencies:**

In the future, without prejudice to other sources of financing, the Company's management clarifies that the Company may use mainly debt securities issuances as a source of financing for working capital and investments in non-current assets to cover any eventual liquidity deficiencies.

**f. debt levels and the characteristics of such debts, also describing:**

**i. relevant loan and financing contracts:**

The Board of Directors of the Company works with the goal of maintaining indebtedness at a level compatible with the best capital structure and sizes the financing of its projects in order to avoid any refinancing risk. The balance of loans, financing, and circulating and non-circulating debentures of the Company and its subsidiaries, along with the main contractual characteristics of each debt, as of December 31, 2022, are listed below:

Asset	Institution	Maturity	Payment	Rate (p.y.)	12/31/2022	12/31/2021
UGC Indaiás	CCB	jul/25	monthly	CDI + 2,90%	52.315	70.656
Assuruá 5	CCB	fev/22	bullet	CDI + 4,00%	-	30.902
Omega Desenvolvimento	CCB	jan/22	bullet	CDI + 2,00%	-	101.031
UGC Delta 2	Debentures	dez/26	Half-yearly	IPCA + 7,38%	29.594	32.253
UGC Delta 3	Debentures	dez/29	Half-yearly	IPCA + 7,11%	209.932	209.302
Omega Geração	Debentures	may/24	Half-yearly	CDI + 1,20%	314.131	312.355
Omega Geração	Debentures	may/26	Half-yearly	CDI + 1,30%	171.032	170.066
Omega Geração	Debentures	may/26	bullet	IPCA + 5,60%	235.266	222.152
Omega Geração	Debentures	may/27	Half-yearly	IPCA + 5,00%	187.072	176.679
Omega Geração	Debentures	sept/28	Bullet	IPCA + 4,37%	134.209	126.749
Omega Geração	Debentures	sept/28	Bullet	IPCA + 4,37%	61.004	57.614
Omega Geração	Debentures	mar/29	annual	CDI + 1,99%	1.052.052	1.078.106
Omega Geração	Debentures	june/28	Half-yearly	IPCA + 8,50%	77.689	96.866
Assuruá 1	Debentures	nov/30	monthly	IPCA + 7,81%	39.451	38.370
Assuruá II	Debentures	june/30	Half-yearly	IPCA + 6,66%	163.864	170.345
OD 4	Debentures	jan/24	Customized	CDI + 2,80%	669.351	-
Assuruá IV	Debentures	apr/23	Customized	CDI + 2,76%	-	172.560
Omega Desenvolvimento	Debentures	june/25	bullet	CDI + 2,76%	654.401	-
OD 4	Convertible Debentures	jan/26	bullet	90% do CDI	-	25.374
Assuruá 5	Convertible Debentures	sept/26	bullet	90% do CDI	-	54.527
UGC Delta 1	FINEM BNDES	oct/30	Monthly	TJLP + 2,18%	119.482	133.704
UGC Serra das Agulhas	FINEM BNDES	jul/37	Monthly	TJLP + 2,02%	89.797	95.222
UGC Delta 2	FINEM BNDES	jan/33	Monthly	TJLP + 2,27%	228.468	240.838
UGC Delta 3	FINEM BNDES	mar/34	Monthly	TJLP + 2,32%	842.079	879.745
Assuruá II	FINEM BNDES	jun/34	Monthly	IPCA + 2,75%	649.317	674.475
Assuruá 1	FINEM BNDES/CEF	nov/32	Monthly	TJLP + 2,92%	121.816	128.439
UGC Delta 5 e 6	FNE BNB (!)	may/38	Monthly	IPCA + 1,75%	295.975	314.405
UGC Delta 7 e 8	FNE BNB (!)	jan/39	Monthly	IPCA + 2,19%	281.131	300.475
Assuruá 3	FNE BNB (!)	nov/38	Monthly	IPCA + 2,33%	190.235	192.983
OD 2, 3, 5, 6, 7 e 8	FNE BNB (!)	jul/43	Monthly	IPCA + 2,04%	384.904	-
Assuruá 5I, 5II e 5III	FDNE BB	jul/25	Half-yearly	IPCA + 2,30%	219.075	-
Omega Desenvolvimento	Promissory Note	ag/23	bullet	CDI + 1,80%	163.313	-
Total national currency					7.636.955	6.106.193
Omega US	Offshore Loan	ago/24	bullet	USD + 5,65%	521.770	-
Omega US	Offshore Loan	jan/23	bullet	USD + 6,15%	279.583	-
Total foreign currency					801.353	-
Total Assets					8.438.308	6.106.193

**ii. other long-term relationships with financial institutions:**

The Company's Management declares that in the last fiscal year, there were no other long-term relationships between the Company and financial institutions.

**iii. degree of subordination among debts:**

The Company's Management declares that in the last fiscal year, there was no degree of subordination among the debts contracted by the Company.

On the other hand, the debts that have secured guarantees, as described in item (i) above, have the preferences and prerogatives provided by law, which represented 100% of the Company's indebtedness as of December 31, 2022.

In the event of a creditors' contest, the terms of Law 11.101/05 will prevail, which determines the priority order of payment among creditors.

**iv. any restrictions imposed on the issuer, especially regarding debt limits and contracting new debts, distribution of dividends, sale of assets, issuance of new securities, and sale of corporate control, as well as whether the issuer has been complying with these restrictions:**

Under the financing contracts with BNB, BNDES, and BB (FDNE - SUDENE) and the debenture deeds, the Company and/or its subsidiaries, in general and as applicable, must submit to the approval of BNB, BNDES, BB (FDNE - SUDENE), and their respective lending banks, as applicable, for each of the financings, and the debenture holders' assembly, as applicable, any proposals for matters concerning the sale, acquisition, incorporation, merger, split of assets, or encumbrance, in any form, of the shares owned by the Company, or any other act that may or may not result in modifications in the current shareholder structure or control of the subsidiaries, or that results in a change in the Company as a controlling shareholder, according to article 116 of the Brazilian Corporation Law.

The Company, as well as some of its subsidiaries, are required to comply with a series of financial covenants under the debentures and financing contracts with BNB, BNDES, BB (FDNE - SUDENE), as described below. Such covenants must be observed throughout the respective financing contracts with BNB, BNDES, BB (FDNE - SUDENE) and debentures. The Company's Management considers that such covenants are usual in financing operations of this type and that it has complied with the relevant indices in the last three fiscal years when required. The table below describes the existing covenants as of December 31, 2022, on an annual basis, as measured by UGC (the term UGC refers to the Cash Generating Unit, representing each of the power plants operated by the Company):

	ICP	ICSD	Net Debt /EBITDA	Type
UGC Indaiás	N.A.	N.A.	< 3,0	Vencimento Antecipado
UGC Delta 1	N.A.	≥ 1,3	N.A.	Vencimento Antecipado
UGC Serra das Agulhas	≥ 25%	≥ 1,2	N.A.	Vencimento Antecipado
UGC Delta 2	N.A.	≥ 1,1	N.A.	Early Maturity
UGC Delta 3	N.A.	≥ 1,1	N.A.	Early Maturity
UGC Delta 5	N.A.	≥ 1,2	N.A.	Early Maturity
UGC Delta 6	N.A.	≥ 1,2	N.A.	Early Maturity
UGC Delta 7	N.A.	≥ 1,2	N.A.	Early Maturity
UGC Delta 8	N.A.	≥ 1,2	N.A.	Distribution of Additional Dividends
Assuruá 1	N.A.	≥ 1,2	N.A.	Distribution of Additional Dividends
Assuruá II	N.A.	≥ 1,2	N.A.	Distribution of Additional Dividends
Assuruá 3	N.A.	≥ 1,2	N.A.	Distribution of Additional Dividends
Assuruá 5	N.A.	≥ 1,2	N.A.	Early Maturity

For the Company's subsidiary, Omega Geração S.A., within its 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> debenture issuances, and for the subsidiary Omega Desenvolvimento S.A., within its 1<sup>st</sup> debenture issuance, there is a requirement for Omega Geração S.A. to comply with a financial index, with quarterly calculation on an annual basis, always considering adjusted results in cases of acquisition of equity interest, as follows:

Period	Financial Index
Dez/2022 until maturity date	4.50

For the purposes of calculating the above covenants:

Equity Ratio Covenant ("ICP") - Obligation: to keep, during the entire amortization period of the contract, the ratio of equity to total assets or to the total investment of the project, as applicable, equal to or greater than the percentage previously defined in the contract and described in the table.

Debt Service Coverage Ratio Covenant ("ICSD") - Obligation: to keep during the entire amortization period of the contract, at least the ratio listed in the table. This ratio is calculated by dividing the EBITDA (operating cash generation, as defined in the respective contracts), for the calendar year, minus taxes earned and adjusted for investments made, variations in working capital, variations in reserve account balances, and distributions of capital planned for the following year, as applicable, divided by the sum of principal and interest of the debt amortized during this period. EBITDA is defined as: Profit/Loss before Income Tax and Social Contribution on Net Income (+/-) Net Financial Result (+/-) Equity Method Result (+) Depreciation and Amortization (+/-) Impairment Losses or Reversals (+/-) Loss/Profit on Sale of Fixed Assets, Investments, or Intangible Assets.

Financial Ratio (Net Debt/EBITDA) - Obligation to maintain, quarterly, from December 31, 2019, during the entire amortization period of the contract, at least the ratio listed in the table. This ratio is calculated by dividing Net Debt (bank debt and debt securities issued, minus the total cash balance, as defined in the indentures of the 1st, 2nd, and 3rd debenture issuances of Omega Geração S.A. and the 1st issuance of Omega Desenvolvimento S.A.) on the date of verification by the EBITDA (operating cash generation, always considering the proforma result in cases where there is an acquisition of equity participation, as defined in the respective contracts) of the last 12 months in relation to the verification date.

Period	Financial Index
between Dec/2019 and Sep/2020	5,95
between Dec/2020 and Sep/2021	5,50
between Dec/2021 and Sep/2022	5,00
Dec/2022 until maturity	4,50

The financial indexes mentioned above are verified based on the deadlines stipulated in the contracts executed between the Company, including its subsidiaries, and their respective agents. Management periodically monitors the calculations of these indexes to verify indications of non-compliance with contractual terms. As of the date of this document, there were no indications that the companies in the group will not be able to fully comply with all these restrictive clauses during the measurement periods. The management informs that the Company fully complies with the restrictive clauses imposed on the under the financial contracts aforementioned.

**g. Regarding the limits of contracted financing and the percentages already used:**

As the controlling shareholder, the Company had no loans and financing (current and non-current) in the years ended December 31, 2022 and 2021.

Among the Company's subsidiaries, the debts contracted by Omega Geração S.A. ("OG" or "Omega Geração") and its respective subsidiaries have already been 100% disbursed.

Among its subsidiaries, the debts contracted by Omega Desenvolvimento S.A. ("OD") have already been 100% disbursed.

The special purpose companies that make up the Assuruá 4 project had, in the year ended December 31, 2022, contracts executed with BNB for a total amount of BRL 601.2 million, of which BRL 164.2 million have not yet been disbursed.

The special purpose companies that make up the Assuruá 5 project had, in the year ended December 31, 2022, contracts executed with Banco do Brasil S.A., under FDNE, for a total amount of BRL 398.9 million, of which BRL 180.2 million have not yet been disbursed.

The special purpose vehicles that constitute the Goodnight 1 (US) project had, in the year ended December 31, 2022, contracts executed with a syndicate composed of MUFG Bank, Ltd., Sumitomo Mitsui Banking Corporation, and Cooperative Rabobank U.A., New York Branch, in an amount between USD 180 million and USD 200 million, which have not yet been disbursed.

## h. Significant changes in items of income statements and cash flow:

### (A) Income Statements

Since the Company was incorporated on May 27, 2021, and as part of the Group's Corporate Restructuring (as defined in **item 2.2 (ii)**), received contributions from shareholders, represented by their shareholdings interests in Omega Geração and Omega Desenvolvimento, on December 19, 2021, as per the minutes of the Board of Directors meeting, the comparative information for the income statements corresponds to the period from December 19 to December 31, 2021.

Therefore, we highlight that for the table below, as well as for all the highlights of the Income Statements, the period from December 19 to December 31, 2021 is considered for the 2021 fiscal year values, while the period from January 1, 2022 to December 31, 2022 is considered for the 2022 fiscal year values.

Comparison of fiscal years ended December 31, 2022 and 2021:

INCOME STATEMENTS (BRL thousands)	12/31/2022	VA	HA	12/31/2021	VA
Net operating revenue	2.383.580	100%	n.a.	220.218	100%
Trading portfolio – MTM	53.095	2%	194%	18.085	8%
Operation, maintenance and purchase costs	-1.768.403	-74%	n.a.	-103.873	-47%
<b>gross profit</b>	<b>668.272</b>	<b>28%</b>	<b>397%</b>	<b>134.430</b>	<b>61%</b>
Operating income (expenses)					
Administrative, personal and general	-143.057	-6%	335%	-32.905	-15%
Other operating income (expenses)	21.401	1%	-97%	696.159	316%
Equity Income	44.854	2%	n.a.	-1.260	-1%
<b>Total operating income (expenses)</b>	<b>-76.802</b>	<b>-3%</b>	<b>-112%</b>	<b>661.994</b>	<b>301%</b>
<b>Operational result</b>	<b>591.470</b>	<b>25%</b>	<b>-26%</b>	<b>796.424</b>	<b>362%</b>
Financial income	134.703	6%	n.a.	7.566	3%
Financial expenses	-696.550	-29%	n.a.	-70.721	-32%
Exchange Variation	3.083	0%	n.a.	-	-
<b>Net financial income (expenses)</b>	<b>-558.764</b>	<b>-23%</b>	<b>n.a.</b>	<b>-63.155</b>	<b>-29%</b>
<b>Income before income tax and social contribution</b>	<b>32.706</b>	<b>1%</b>	<b>-96%</b>	<b>733.269</b>	<b>333%</b>
Income tax and social contribution	-40.737	-2%	-70%	-135.038	-61%
<b>Profit (loss) for the year</b>	<b>-8.031</b>	<b>0%</b>	<b>-96%</b>	<b>598.231</b>	<b>272%</b>

<sup>1</sup> Period from December 19 (date of incorporation) to december 31.

#### Net Operating Revenue:

The Company's net operating revenue increased from BRL 220,218 thousand in the fiscal year ended on December 31, 2021, to BRL 2,383,580 thousand in the fiscal year ended on December 31, 2022, representing an increase of BRL 2,163,362 thousand. The Company's Management understands that this result is mainly due to an increase in the Sales in the Free Contracting Environment, reflecting the consolidation of 100% of the Energy Platform, optimizations in the energy balance, an increase in the contracted portion via Free Contracting Environment of the portfolio, and annual adjustments in contract prices as the main drivers of this increase, in addition to the comparison of one month of Omega Energia versus a complete year mentioned above.

#### Operation, conservation, and purchase costs:

The Company's operation, conservation, and purchase costs increased from BRL 103,873 thousand in the fiscal year ended on December 31, 2021, to BRL 1,768,403 thousand in the fiscal year ended on December 31, 2022, representing an increase of BRL 1,664,530 thousand. The Company's directors believe that this variation is mainly due to a greater purchase of energy due to lower production in the annual comparison, as well as the consolidation of 100% of the Energy Platform, and expected annual increases in Operation and Maintenance ("O&M") contracts and regulatory charges, in addition to the comparison of one month of the Company versus a complete year mentioned above.

#### Gross Profit:

As a result of the events reported above, the Company's gross profit increased by 397%, from BRL 134,430 thousand in the fiscal year ended on December 31, 2021, to BRL 668,272 thousand in the fiscal year ended on December 31, 2022. The gross margin in the fiscal year ended on December 31, 2021, was 61.04%, while in the same period of 2022, it was 28.04%.

#### Operating Revenues (Expenses):

##### *Administrative, personnel, and general expenses:*

The Company's administrative, personnel, and general expenses increased from BRL 32,905 thousand in the fiscal year ended on December 31, 2021, to BRL 143,057 thousand in the fiscal year ended on December 31, 2022, representing an increase of BRL 110,152 thousand. The Company's management understands that this result is mainly due

to the comparison of one month of the Company in 2021 versus a complete year in 2022 mentioned above.

#### Other Operating Revenues (Expenses):

The Company's other operating revenues (expenses) decreased by -97% or BRL 674.758 million, from a revenue of BRL 696.159 million in the fiscal year ended December 31, 2021, to a revenue of BRL 21.401 million in the fiscal year ended December 31, 2022. The Company's management understands that this variation was mainly due to the incorporation of Chuí by the company, which led to a non-recurring income of BRL 690.464 million related to the acquisition through the reversal of the impairment provision, classified as machinery and equipment and recorded in "other operating revenues (expenses)" in the income statement.

#### Equity Accounting Results:

The Company's equity accounting results increased in the fiscal year ended December 31, 2022, compared to the same period in 2021, from an expense of BRL 1.260 million to a revenue of BRL 44.854 million. The Company's directors believe that this variation was mainly due to the comparison of one month of the Company in 2021 versus a full year in 2022 mentioned above.

#### Operating Result:

As a result of the events reported above, the Company's operating result decreased from a profit of BRL 796.424 million in the fiscal year ended December 31, 2021, to a profit of BRL 591.470 million in the fiscal year ended December 31, 2022.

#### Net Financial Income (Expenses):

The Company's net financial income (expenses) decreased from a net expense of BRL 63.155 million in the fiscal year ended December 31, 2021 to a net expense of BRL 558.764 million in the fiscal year ended December 31, 2022. The Company's directors believe that this variation was mainly due to the following factors:

- Financial revenues: Financial revenues increased between the fiscal year ended December 31, 2021 and the fiscal year ended December 31, 2022. The Company understands that this variation is mainly due to the comparison of one month of the Company in 2021 versus a full year in 2022. At the end of 2022, in addition to the

increase in the CDI throughout the year, we had a higher cash position, resulting in higher income from financial investments.

- Financial expenses: Financial expenses increased between the fiscal year ended December 31, 2021 and the fiscal year ended December 31, 2022. The Company understands that this variation is mainly due to the comparison of one month of the Company in 2021 versus a full year in 2022. During the year 2022, we had new debt issuances, mentioned below, which brings an increase in interest expenses.

Profit before income tax and social contribution:

As a result of the events reported above, the profit before income tax and social contribution decreased by 96% in the fiscal year ended December 31, 2022, compared to the same period in 2021, from a profit of BRL 733.269 million to a profit of BRL 32.706 million.

Income Tax and Social Contribution (IRPJ and CSLL):

The balance of IRPJ and CSLL expenses of the Company decreased from an expense of BRL 135,038 thousand in the year ended December 31, 2021 to an expense of BRL 40,737 thousand in the year ended December 31, 2022, representing a reduction of 70%. The Company's Management understands that such variation occurred mainly due to the comparison of one month of the Company in 2021 versus the full year in 2022.

Net Income (Loss) for the period:

The consolidated net income of the Company was BRL 598,231 thousand for the year ended December 31, 2021, and a loss of BRL 8,031 thousand for the year ended December 31, 2022, a reduction of 101% or -BRL 606,262 thousand, as a result of the events reported above.

## (B) Balance Sheet Accounts

Comparison of the consolidated financial years ended on December 31, 2022, and 2021:

ASSETS (BRL thousand)	12/31/2022	VA	HA	12/31/2021	VA
Current					
Cash and cash equivalents	1.473.012	9%	23%	1.194.182	9%
Customers	310.546	2%	4%	297.551	2%
dividends receivable	4.040	0%	-46%	7.513	0%
Energy futures contracts	960.488	6%	65%	581.868	5%
Other credits	225.548	1%	19%	188.885	1%
<b>Total current assets</b>	<b>2.973.634</b>	<b>18%</b>	<b>31%</b>	<b>2.269.999</b>	<b>18%</b>
Non-current					
restricted cash	211.069	1%	-8%	229.299	2%
Customers	46.662	0%	152%	18.493	0%
Deferred IRPJ and CSLL	1.239	0%	-66%	3.597	0%
Energy futures contracts	1.472.260	9%	51%	974.360	8%
Others	70.405	0%	-16%	83.554	1%
	<b>1.801.635</b>	<b>11%</b>	<b>38%</b>	<b>1.309.303</b>	<b>10%</b>
Investments	953.455	6%	31%	726.543	6%
Fixed assets	9.582.976	57%	32%	7.246.471	57%
Intangible	1.565.901	9%	41%	1.111.611	9%
	<b>12.102.332</b>	<b>72%</b>	<b>33%</b>	<b>9.084.625</b>	<b>72%</b>
<b>Total non-current assets</b>	<b>13.903.967</b>	<b>82%</b>	<b>34%</b>	<b>10.393.928</b>	<b>82%</b>
<b>total assets</b>	<b>16.877.601</b>	<b>100%</b>	<b>33%</b>	<b>12.663.927</b>	<b>100%</b>
LIABILITIES (BRL thousand)	12/31/2022	VA	HA	12/31/2021	VA
Current					
Suppliers	236.734	1%	8%	219.251	2%
Loans, financing and debentures	1.724.473	10%	258%	482.088	4%
Labor and tax obligations	102.535	1%	64%	62.373	0%
lease liabilities	17.485	0%	7%	16.373	0%
Energy futures contracts	949.542	6%	60%	591.848	5%
Accounts payable company acquisition	64.653	0%	-27%	88.205	1%
Other obligations	14.233	0%	-76%	60.064	0%
<b>Total current liabilities</b>	<b>3.109.655</b>	<b>18%</b>	<b>105%</b>	<b>1.520.202</b>	<b>12%</b>
Non-current					
Suppliers	179.523	1%	7%	168.508	1%
Loans, financing and debentures	6.651.531	39%	20%	5.556.345	44%
liabilities and leases	101.660	1%	-3%	105.215	1%
Deferred IRPJ and CSLL	54.947	0%	-14%	63.832	1%
Energy futures contracts	1.394.063	8%	50%	928.333	7%
Accounts Payable Acquisition of Companies	193.423	1%	n.a.	-	
Other obligations	13.433	0%	-9%	14.822	0%
<b>Total non-current liabilities</b>	<b>8.588.580</b>	<b>51%</b>	<b>26%</b>	<b>6.837.055</b>	<b>54%</b>
<b>Total liabilities</b>	<b>11.698.235</b>	<b>69%</b>	<b>40%</b>	<b>8.357.257</b>	<b>66%</b>

Net worth					
Equity Interest	4.439.360	26%	19%	3.736.325	30%
Capital Reserves	170.023	1%	n.a.	-	
profit reserves	587.215	3%	-2%	598.231	5%
Asset valuation adjustment	-45.510	0%	61%	-28.307	0%
Total Shareholders' Equity	<b>5.151.088</b>	<b>31%</b>	<b>20%</b>	<b>4.306.249</b>	<b>34%</b>
<b>Interests of non-controlling shareholders</b>					
	<b>28.278</b>	<b>0%</b>	<b>n.a.</b>	<b>-</b>	
<b>Total equity</b>	<b>5.179.366</b>	<b>31%</b>	<b>20%</b>	<b>4.306.249</b>	<b>34%</b>
<b>Total liabilities and shareholders' equity</b>	<b>16.877.601</b>	<b>100%</b>	<b>33%</b>	<b>12.663.506</b>	<b>100%</b>

### Current Assets:

#### Cash and Cash Equivalents:

The balance of this account increased from BRL 1,194,182 million on December 31, 2021, to BRL 1,473,012 million on December 31, 2022, representing an increase of 23%. The Company's Directors believe that this variation is mainly due to investments made in projects under construction, debt issuances, as well as their respective principal and interest settlements, in addition to the primary investment via capital increase made by Alpha Brazil Fundo de Investimentos em Participações Multiestratégia (“FIP Actis”).

#### Customers account:

The balance of this account increased from BRL 297,551 million on December 31, 2021, to BRL 310,546 million on December 31, 2022, representing an increase of 4%. The Company's Directors believe that this small variation is due to the increase in energy generation at the end of 2022.

#### Short-term Energy Futures Contracts:

The balance of this account increased from BRL 581,868 million on December 31, 2021, to BRL 960,488 million on December 31, 2022, representing an increase of 65%. The Company's Directors believe that this variation is due to the Company's strategy to maintain energy volumes in long-term contracts and to increase trading volume on the digital platform.

#### Other Credits:

The balance of this account increased from BRL 188,885 million on December 31, 2021, to BRL 225,548 million on December 31, 2022, representing an increase of 19%. The Company's Management understands that this variation in short-term balances is mainly

due to the settlement of provisions related to contractual availability fines for wind turbines and the redemption of a judicial deposit in the amount of BRL 15 million.

#### Total Current Assets:

The total current assets increased from BRL 2,269,999 million on December 31, 2021, to BRL 2,973,634 million on December 31, 2022, representing an increase of 31% or BRL 703,635 million. The Company's Directors believe that this variation is a result of the aforementioned events.

#### **Non-Current Assets:**

##### Restricted Cash:

The balance of this account decreased from BRL 229,299 million on December 31, 2021, to BRL 211,069 million on December 31, 2022, representing a reduction of 8%. The Company's Management understands that this variation is mainly due to the settlement of debts as mentioned in the loans, financing, and debentures item.

##### Long-Term Energy Futures Contracts:

The balance of this account increased from BRL 974,360 thousand as of December 31, 2021, to BRL 1,472,260 thousand as of December 31, 2022, representing a 51% increase. The Company's Directors believe that this variation is due to the Company's strategy of maintaining energy volumes in long-term contracts and increased trading volume on the digital platform.

##### Investments:

The balance of this account increased from BRL 726,543 thousand as of December 31, 2021, to BRL 953,455 thousand as of December 31, 2022, representing a 31% increase. The Company's Management understands that the increase was mainly due to the acquisition of a 50% stake in Ventos da Bahia 3, completed on December 23, 2022.

##### Fixed Assets:

The balance of this account increased from BRL 7,246,471 thousand as of December 31, 2021, to BRL 9,582,976 thousand as of December 31, 2022, representing a 32% increase. The Company's Management understands that this variation occurred

mainly due to the addition of BRL 2.4 billion related to the Assuruá 4, Assuruá 5, and Goodnight 1 projects.

#### Intangible Assets:

The balance of this account increased from BRL 1,111,611 thousand as of December 31, 2021, to BRL 1,565,901 thousand as of December 31, 2022, representing a 41% increase. The Company's Management understands that this variation occurred mainly due to the addition of BRL 413 million related to the acquisition of the Goodnight 1 project.

#### **Current Liabilities:**

##### Suppliers:

The balance of this account increased from BRL 219,251 thousand as of December 31, 2021, to BRL 236,734 thousand as of December 31, 2022, representing an 8% increase. The Company's Management understands that this variation occurred mainly due to the increase in purchases to meet sales, as evidenced in the Customers account.

##### Loans, Financing, and Debentures (current and non-current):

The total balance of this account (current and non-current) increased from BRL 6,038,433 thousand as of December 31, 2021, to BRL 8,376,004 thousand as of December 31, 2022, representing a 39% increase. The Company's Management understands that this variation occurred mainly due to the capital raised for the Assuruá 4, Assuruá 5, and Goodnight 1 projects, totaling approximately BRL 2.7 billion.

##### Labor and Tax Obligations:

The balance of this account increased from BRL 62,373 thousand on December 31, 2021, to BRL 102,535 thousand on December 31, 2022, representing a 64% increase. The Company's Management understands that this variation was mainly due to the increase in labor provisions and charges, as well as the provision for taxes payable, with the most significant being PIS/COFINS and ICMS to be collected. The PIS/COFINS and ICMS variation occurs due to tax regime change, which originates from the incorporation process and had as a counterpart the reduction of IRPJ/CSLL regime taxation. Additionally, there was an increase of the deferred PIS/COFINS, a deferred tax amount calculated on the constituted assets and liabilities of the Energy Futures Contracts Portfolio (MTM) and the transactions of accounts receivable in the Energy Generation SPEs. The ICMS variation to be collected is due to selling operation to customers in the State of São Paulo which is now taxed.

#### Income Tax and Social Contribution Payable:

The balance of this account decreased from BRL 16,794 thousand on December 31, 2021, to BRL 17,485 thousand on December 31, 2022, representing a 4% reduction. The Company's Management understands that this variation was due to the normal operation of the Company.

#### Other Obligations:

The balance of this account decreased from BRL 60,064 thousand on December 31, 2021, to BRL 14,233 thousand on December 31, 2022, representing a 76% reduction. The Company's Management understands that this variation was mainly due to the settlement of customer advances and the settlement of service provisions related to 2021.

#### Total Current Liabilities:

The balances on December 31, 2021, and December 31, 2022, of BRL 1,520,623 thousand and BRL 3,109,655 thousand, respectively, are the result of the events reported above.

### **Non-Current Liabilities**

#### Suppliers:

The balance of this account increased from BRL 168,508 thousand on December 31, 2021, to BRL 179,523 thousand on December 31, 2022, representing a 7% increase. The Company's Management understands that this variation was mainly due to the increase resulting from the higher classification of long-term Regulated CCEAR payables, with greater impacts on the Assuruá 3, Assuruá 1, Delta 3, and Delta 1 clusters.

#### Deferred IRPJ and CSLL:

The balance of this account decreased from BRL 63,832 thousand on December 31, 2021, to BRL 54,947 thousand on December 31, 2022, representing a 14% reduction. The Directors of the Company believe that this variation was due to the normal operation of the Company.

#### Total Non-Current Liabilities:

The balances on December 31, 2020, and December 31, 2021, of BRL 8,357,678 thousand and BRL 11,698,235 thousand, respectively, are the result of the events reported above.

Equity:

The balance of this account increased from BRL 4,306,249 thousand on December 31, 2021, to BRL 5,151,088 thousand on December 31, 2022, representing a 20% increase. The Company's Management understands that this variation was mainly due to the increase in subscribed capital by FIP Actis in the amount of BRL 850 million.

### (C) Cash Flow

INCOME STATEMENTS (BRL thousand)	12/31/2022	12/31/2021 <sup>1</sup>
Net cash from operating activities	43.433	46.330
Cash generated (invested) in investment activities	-2.817.616	1.118.893
Net cash from financing activities	3.053.013	28.959

<sup>1</sup> Period from December 19 (date of incorporation) to December 31.

#### Net Cash Generated from Operating Activities:

The cash flow generated from operating activities was BRL 46,330 thousand for the year ended December 31, 2021, and BRL 43,433 thousand for the year ended December 31, 2022, representing a decrease of BRL 2,897 thousand. The Company's Management understands that the factor for this variation is mainly attributed to the reduction of profit before income tax and social contribution for the year and impairment of fixed assets, previously described. We also have the impact when comparing the result lines because in 2022 we had 12 months of results and in 2021 only 1 month.

#### Net Cash Used in Investing Activities:

The cash flow applied to investing activities was BRL 1,118,893 thousand for the year ended December 31, 2021, and -BRL 2,817,616 thousand for the year ended December 31, 2022, representing a decrease of BRL 3,936,509 thousand. The Company's Management understands that the main factor for this variation may be attributed to (i) the cash incorporated in the 2021 Corporate Reorganization (as defined in **item 2.2 (ii)**) and (ii) by the investments made on the development of Assuruá 4, Assuruá 5 and Goodnight 1 projects.

#### Net Cash Generated from Financing Activities:

The cash flow from financing activities was BRL 28,959 thousand for the year ended December 31, 2021, and the cash flow from financing activities was BRL 3,053,013 thousand for the year ended December 31, 2022, representing an increase of BRL 3,024,054 thousand. The Company's Management understands that the variation in the year is mainly due to the following factors: the difference in the borrowings made in 2022, in the amount of approximately BRL 2.7 billion, and the increase in subscribed capital by FIP Actis in the amount of BRL 850 million.

2.2. The management should comment on:

**a. the issuer's operating results, in particular:**

**i. description of any significant revenue components:**

The composition of the Company's net revenue for the fiscal years ended December 31, 2022:

Net Revenue (BRL thousand)	12/31/2022	VA	AH	12/31/2021'	VA
Proinfa	47.004	1,93%	n.a.	473	0,20%
Regulated Market	674.558	27,68%	n.a.	46.449	19,49%
Free market	1.814.692	74,47%	n.a.	157.562	66,12%
Short Term Market - CCEE	105.145	4,32%	n.a.	9.479	3,98%
Carbon Credit	2.676	0,11%	n.a.	23.274	9,77%
MTM Trading Wallet	53.095	2,18%	n.a.	18.085	7,59%
Revenue taxes and deductions	-260.495	-10,69%	n.a.	-17.019	-7,14%
<b>Total</b>	<b>2.436.675</b>	<b>100,00%</b>	<b>n.a.</b>	<b>238.303</b>	<b>100,00%</b>

Compared to the period ending on December 31st, 2021, the Company's net revenue on December 31st, 2022 increased by 643%, primarily due to the full year of the Company's incorporation.

In addition to this main factor, there was also a significant increase, mainly in the ACL Sales line, reflecting the consolidation of 100% of the Energy Platform, optimizations in the energy balance, and annual adjustments in contract prices as the main drivers of such an increase.

**ii. factors that materially affected the operating results:**

Incorporation of OG and OD (as defined below):

On December 23rd, 2021, the corporate reorganization that resulted in the incorporation, by the Company, of the shares corresponding to 100% of the capital of Omega Desenvolvimento S.A., registered with CNPJ/ME no. 42,385,499/0001-42 ("OD") and Omega Geração S.A., registered with CNPJ/ME no. 09,149,503/0001-06 ("OG") ("Corporate Reorganization" or "Reorganization") became effective. After the Reorganization, the relevant assets of OD and OG passed to the indirect control of the Company, as well as the results of these companies.

Generation:

Energy generation in 2022 was impacted by meteorological phenomena (South Atlantic Dipole and La Niña) that led to weaker production in terms of energy output.

Omega Digital Renewable Energy:

In 2022, Omega began to hold projects in the United States. With these acquisitions, the Company becomes exposed to exchange rate risk arising from the international exposure of its subsidiary Omega Digital Renewable Energy, LLC, as it maintains its development and future operation projects in the United States, whose net assets are exposed to the exchange rate risk of the US Dollar. This exposure is mainly protected through loans in the same currency as these investments.

**b. significant variations in revenue attributable to the introduction of new products and services, changes in volumes and prices, exchange rates, and inflation:**

The revenue from goods and services is annually affected by inflation because the energy purchase and sale contracts entered into by the Company are indexed to inflation correction rates IPCA and IGP-M, monthly indices calculated by IBGE and FGV, respectively.

Regarding Brazil's portfolio, for the year 2023, the Company's energy production is 99% contracted. In the long term (between the years 2024 and 2030), 93% of Company's assured production is contracted. In a weighted manner, the average contract term for the portfolio as of December 31st, 2022, is 12 years.

Overall, market price fluctuations have a secondary effect on the Company's results since the Company has a significant portion of its revenue derived from long-term energy sales contracts and can, therefore, pass on the inflation increase to its customers, as occurred in the period ending on December 31st, 2022.

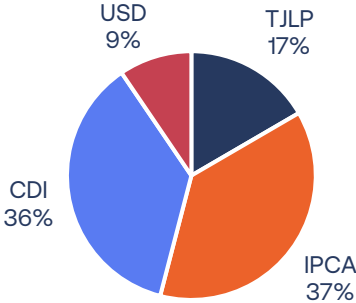
The Company is exposed to exchange rate risk arising from the international exposure of its subsidiary Omega Digital Renewable Energy, LLC, to the local operating currency, as it maintains its development and future operation projects in the United States, whose net assets are exposed to the exchange rate risk of the US Dollar. The loans to this subsidiary are contracted in the same currency as these investments and have the same fixed interest rate at the disbursement moment, given the hedge execution.

**c. Relevant impacts of inflation, price fluctuations of key inputs and products, exchange rates, and interest rates on the issuer's operating and financial results:**

The Company's Management understands that inflationary impacts on costs are covered by energy sales contracts that are indexed to inflation correction rates, as both the contracts for energy sales to customers as the contracts executed with O&M service providers are tied to inflation with annual adjustments. Any inflationary impact will therefore have a neutral effect on the Company's results.

The Company's consolidated debt is approximately 54% concentrated in assets and composed of long-term financing such as BNDES (indexed to TJLP), infrastructure debentures (indexed to IPCA), and financing contracts for FDNE resource transfers.

As of December 31, 2022, the average debt amortization period for the Company was 4.7 years, and the average cost was 10.68% p.a. The IPCA and CDI rates are the main indexes of debt contracts, accounting for 37% and 36%, respectively, of the financing balance, as shown in the chart below:



### **2.3. The management should comment on:**

#### **a. Changes in accounting practices that have resulted in significant effects on the information provided in sections 2.1 and 2.2:**

In the year ended December 31, 2022, the Company started presenting its results divided into three segments that are updated to the Company's strategic moment and better align with our business management vision. The Company started disclosing operations in three reportable segments: i) energy generation operations, ii) commercialization, and iii) project development. The segments are aligned with the structure used by management to evaluate the group's performance and are reflected in its management reports used for monitoring and decision-making. This was the only change in accounting practice for the Company in 2022. In the year ended December 31, 2021, there were no significant changes in the Company's accounting practices.

#### **b. Modified opinions and emphasis paragraphs present in the auditor's report:**

The individual and consolidated financial statements for the years ended December 31, 2021, and 2022 do not contain reservations or emphasis paragraphs.

**2.4. The management shall comment on the relevant effects that the events below have caused or are expected to cause in the issuer's financial statements and results:**

**a. Introduction or disposal of operating segment:**

2021

With the Corporate Reorganization, the Company became the owner of 100% of Omega Desenvolvimento S.A. and also became the owner of 100% of Omega Geração S.A.

**b. Formation, acquisition, or disposal of equity interest:**

2022:

Assuruá 4 and Assuruá 5:

On March 7, 2022, the Company completed the acquisition of Assuruá 4 and Assuruá 5. Together, these wind projects can reach up to 617.6 MW in installed capacity and are the expansion of Assuruás 1, 2 and 3 in the Bahia Cluster. This acquisition was made through a binding agreement to acquire all rights and obligations related to the Assuruá complex, increasing its participation in assets to 100% (considering convertible debentures into shares) and acquiring 100% of the assets and rights related to wind and solar expansions of the complex. The operation involved:

(i) Acquisition of convertible debentures issued by Assuruá 4 and Assuruá 5 through a cash payment of BRL 57,200 thousand and incorporation of the company that holds the remaining debentures (Omega Desenvolvimento de Energia 18 S.A.) with the issuance by the Company of 14,484,007 new shares to be assigned to current debenture holders;

(ii) Payment of two installments of BRL 51,250 thousand in 2022 and 2023, and two installments of BRL 3,990 thousand in 2024 and 2025 (adjusted by CDI to cover development premiums).

Actis Partnership:

On June 27, 2022, the Company entered into a shareholder agreement into and between its controllers and Alpha Brazil Fundo de Investimentos em Participações Multiestratégia, investment fund owned and managed by Actis LLP. The agreement

became effective on June 30, 2022, the day Actis acquired more than 10% of the Company's total capital interest through shares.

An investment commitment was also entered into, under which the Company could request that FIP Actis subscribe, in a capital increase, new shares issued by the Company in the total amount of up to BRL 850 million, at an issue price of up to BRL 16.00 per share.

On December 16, 2022, 53,132,188 shares were subscribed and paid in at the price of BRL 16.00 per share, totaling BRL 850,000 thousand, and Actis now holds 26.82% of the Company's capital.

#### Goodnight 1 Project:

On June 30, 2022, the Company acquired projects for the implementation of a wind complex located in the state of Texas, USA, for an amount of BRL 408,570 thousand (USD 78,001), which could reach an installed capacity of 531 MW. The transaction was not considered a business combination, as the Company conducted a concentration test and concluded that it is an acquisition of an intangible asset, composed of wind data, turbine layout, and transmission network, technical capacity factor study.

#### Commercial agreement with M. Dias Branco and incorporation of companies:

On June 10, 2022, the Company signed a commercial agreement with M. Dias Branco, in which the latter company will have a non-controlling interest in the Delta 7 and 8 Wind Farms, located in Maranhão, with a contracted volume of 18 MW. The partnership, which lasts up to 15 years, provides for the reduction of approximately 300,000 tons of carbon dioxide (CO<sub>2</sub>) in the atmosphere.

In July 2022, the Wind Farms were incorporated into a single holding, becoming Delta 7 and 8 Holding, optimizing the corporate structure for the agreement with M. Dias Branco.

On August 30, 2022, Omega Geração concluded the transaction by selling 24.5% of its stake in Delta 7 and 8 Energia. The total amount paid by M. Dias Branco to Omega for the acquisition of the shares is BRL 9,000 thousand in two installments. In August and December 2022, Omega Geração received the 1st and 2nd installment in the amount of BRL 4,715 thousand and BRL 4,712 thousand with interest, respectively.

#### Acquisition of Ventos da Bahia 3:

On December 23, 2022, the Company announced the acquisition of 50% of the shares of Ventos da Bahia 3 Wind Farm, owned by EDF Renewables do Brasil. Ventos da Bahia 3 has an installed capacity of 181.5 MW.

The transaction value was BRL 203.7 million, of which BRL 196.6 million was paid in cash and BRL 7.2 million was assumed for future cash payment. Due to differences in net debt and working capital of the asset between the projection for the closing date and the actual balance sheet date, the price adjustment in the amount of BRL 7,155 thousand was recorded in the account payable for acquisition of companies.

2021:

With the Corporate Reorganization, the Company now holds 100% ownership of Omega Desenvolvimento S.A. and 100% ownership of Omega Geração S.A.

**c. unusual events or transactions**

The Company has not undergone any unusual events or participated in any unusual transactions that may impact its financial statements for the last two fiscal years (since its incorporation on May 27, 2021).

**2.5. If the issuer has disclosed, during the last fiscal year, or intends to disclose in this form, non-accounting measurements such as EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) or EBT (Earnings Before Taxes), the issuer must:**

As previously highlighted in this section, given that the Company was incorporated on May 27, 2021, and as part of the Corporate Reorganization plan, received contributions from shareholders, represented by their shareholding interests in Omega Geração S.A and Omega Desenvolvimento S.A., on December 19, 2021, according to the minutes of the Board of Directors meeting, comparative information corresponds to the period from December 19 to December 31, 2021.

**a. report the value of non-accounting measurements:**

**i. Gross Energy Profit:**

The Company reports Gross Energy Profit. Gross Energy Profit is calculated according to the formula below:

Gross Energy Profit = Net Revenue - Energy Purchase - Tax Credits on Purchases

Below are the recognized amounts of Gross Energy Profit for the year ended December 31, 2022, and December 19 to December 31, 2021:

(In BRL million)	December 31, 2022	December 31, 2021
Gross Energy Profit	1.387,5	165,1

<sup>1</sup> period from december 19 (incorporation date) to December 31.

**ii. EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization):**

EBITDA or Earnings Before Interest, Taxes, Depreciation and Amortization is a non-accounting measurement prepared by the Company in accordance with CVM Instruction No. 527, of October 4, 2012 ("CVM Normative Ruling 527"), which regulates the voluntary disclosure of EBITDA by public-held companies. EBITDA consists of the Company's net profit for the year, plus net financial result, income tax and social contribution, and depreciation and amortization expenses.

The Company discloses Adjusted EBITDA, in accordance with CVM Resolution 156 of June 2022, which consists of the Company's net profit, plus net financial result,

income tax, social contribution, depreciation and amortization expenses (EBITDA), recoverable taxes (reduction of ICMS on fixed assets), adjusted by equity pick up, management incentive, gain from advantageous purchase and EBITDA of the Company's joint ventures.

Below are the acknowledged amounts of EBITDA and Adjusted EBITDA for the year ended December 31, 2022, and December 19 to December 31, 2021:

(In BRL million)	December 31, 2022	December 31, 2021
<b>EBITDA</b>	<b>1.001,1</b>	<b>831,6</b>
<b>Adjusted EBITDA</b>	<b>1.177,5</b>	<b>187,7</b>

<sup>1</sup> period from december 19 (incorporation date) to December 31.

### iii. Net Debt and Net Debt/Equity:

Net Debt corresponds to the sum of the balances of Loans and Financing in Current and Non-Current Liabilities, less cash and cash equivalents and restricted cash, and Net Debt/Equity corresponds to Net Debt divided by Equity.

Below are the acknowledged amounts of Net Debt and Net Debt/Equity for the year ended December 31, 2022, and December 19 to December 31, 2021:

(In BRL million)	December 31, 2022	December 31, 2021
<b>Net Debt</b>	<b>6.691,9</b>	<b>4.615,0</b>
<b>Net Debt/Equity</b>	<b>1,29</b>	<b>1,07</b>

<sup>1</sup> period from december 19 (incorporation date) to December 31.

**b. reconcile the disclosed values with the values of the audited financial statements:**

**i. Gross Energy Profit (including values related to PIS and COFINS credits related to the purchase of energy):**

(In BRL million)	December 31, 2022	December 31, 2021
Net Revenue	2.436,7	283,3
Energy Purchase	-1.175,7	-84,4
PIS and Cofins to be compensated	126,5	11,2
<b>Gross Energy Profit</b>	<b>1.387,5</b>	<b>165,1</b>

**ii. EBITDA (EBT) and EBITDA Adjusted:**

(In BRL million)	December 31, 2022	December 31, 2021
Gross Energy Profit	1.387,5	165,1
Operating Costs and Expenses (Income)	-840,9	632,6
Equity	44,9	(1,3)
<b>EBIT</b>	<b>591,5</b>	<b>796,4</b>
Depreciation and amortization	409,7	35,2
<b>EBITDA</b>	<b>1.001,1</b>	<b>831,6</b>
Equity	-44,9	1,3
EBITDA from Non-Consolidated Assets	236,6	16,5
Non-recurring Revenue and Costs	15,4	(661,6)
<b>Adjusted EBITDA</b>	<b>1.177,5</b>	<b>187,7</b>

<sup>1</sup> Period from December 19 (date of incorporation) to December 31..

**iii. Net Debt and Net Debt/Equity**

(In BRL million)	December 31, 2022	December 31, 2021
Loans, financing and debentures - current	1.724,5	482,1
Loans, financing and debentures - non-current	6.651,5	5.556,3
(-) Cash and cash equivalents	1.473,0	-1.194,2
(-) Restricted cash	211,1	-229,3

<b>Net Debt</b>	<b>6.691,9</b>	<b>4.615,0</b>
<b>Net Worth</b>	5.179,4	4.306,2
<b>Net Debt/Shareholders Equity</b>	<b>1,29</b>	<b>1,07</b>

<sup>1</sup> Período de 19 de dezembro (data da incorporação) a 31 de dezembro.

**c. Explain the reasons why the company understands that such measurement is more appropriate for the correct understanding of your financial condition and the result of its operations:**

**i. Gross Energy Profit:**

The Company's Management understands that Gross Energy Profit is an important information to reflect the Company's gross results. The trading activity involves significant volumes of energy purchases and sales in low-margin operations, affecting margins and the average price of the generation activity. Gross Energy Profit is an important tool used by the Company to adjust this distortion.

The Company emphasizes that Gross Energy Profit is only additional information to its financial statements. Considering that Gross Energy Profit is not an accounting measure, according to the accounting practices adopted in Brazil or the International Financial Reporting Standards (IFRS), it should not be used as (i) a basis for dividend distribution, or (ii) substitutes for gross profit.

**ii. EBITDA (EBT) and Adjusted EBITDA:**

The Company's Management understands that EBITDA (LAJIDA) and Adjusted EBITDA are useful for understanding the Company's financial condition and the result of its operations, as it believes they facilitate the comparability of its structure over the years, as it corresponds to financial indicators used to evaluate a company's results, without the influence of its capital structure, tax, and financial effects. The Company believes that these indicators also help investors, shareholders, and the general market identify the most efficient companies in the sector regarding financial and operational performance.

The Company emphasizes that EBITDA and Adjusted EBITDA are only additional information to its financial statements. Considering that EBITDA and Adjusted EBITDA are not accounting measures, according to the accounting practices adopted in Brazil or the International Financial Reporting Standards (IFRS), both should not be regarded as (i) a basis for dividend distribution or (ii) substitutes for net profit.

**iii. Net Debt and Net Debt/Equity:**

The Company uses Net Debt and Net Debt/Equity to measure the capital needed to repay debt instruments.

The Company's Management understands that Net Debt and Net Debt/Equity are supplementary information that helps investors evaluate the Company's liquidity and assists in managing for improvements in leverage. The Company emphasizes that Net Debt and Net Debt/Equity are additional information to its financial statements. Considering that Net Debt and Net Debt/Equity are not accounting measures, according to the accounting practices adopted in Brazil or the International Financial Reporting Standards (IFRS), both should not be used as substitutes for the Company's operating cash flow.

**2.6. Identify and comment on any subsequent event to the latest financial statements that substantially alters them:**

Debt raising - BNB:

Between January 2 and 4, 2023, Banco do Nordeste do Brasil (BNB) concluded the third disbursement related to the financing contracts of the SPEs of the Assuruá 4 project (OD 5, OD 6, OD 7, and OD 8) in the amount of BRL 130,023,000. The resources raised by the SPEs will be amortized from August 2023, monthly and in a customized manner, and will bear interest at IPCA + 2.04% p.a. (considering the delinquency bonus). The interest will be paid quarterly during the grace period and monthly from the beginning of the amortizations.

Debt postponement - Offshore Loan:

In January 2023, the maturities of the offshore loan instruments (US\$ 35,000 thousand and US\$ 15,000 thousand), contracted by Omega Digital Renewable Energy, were then postponed to August 2024 and, since then, interest of 7.50% p.a. has been charged on the outstanding balance. The borrowings will be amortized in dollars, in a single installment at maturity, and the interest will be paid semi-annually starting in August 2022.

## **2.7. The management must comment on the allocation of social results, indicating:**

### **a. rules on profit retention:**

The Company's Bylaws provide that the Management must submit to the General Meeting a proposal for the allocation of net profit for the year, subject to the following rules:

- I. an amount corresponding to 5% of the net profit for the year must be applied to the formation of the legal reserve, until such reserve reaches an amount equivalent to 20% of the share capital;
- II. the remaining portion of the net profit for the year may be allocated to the formation of a reserve for contingencies, with the purpose of offsetting, in a future year, the decrease in profit resulting from a probable loss;
- III. the portion of the net profit for the year resulting from donations or government subsidies for investments may be allocated to the reserve for tax incentives;
- IV. the portion of the reserve for contingencies constituted in previous years and corresponding to losses actually incurred or not materialized must be reversed;
- V. of the remaining balance after the deductions and reversals mentioned in the above items, if any, an amount corresponding to 25% must be distributed to shareholders as mandatory dividend;
- VI. of the remaining balance after the deductions and reversals mentioned in items I to IV above, an amount corresponding to up to 75% may be allocated to the formation of a reserve for use in the acquisition of assets and/or companies, reinforcement of working capital, and stock buyback programs that may be approved by the Company, until such reserve reaches an amount equivalent to 50% of the share capital;
- VII. all or part of the remaining balance may, at the proposal of the administration, be retained for the execution of a capital budget approved by the General Meeting;
- VIII. the remaining balance, if any, must be distributed to shareholders as an additional dividend.

The Company has the option not to establish the legal reserve in the year in which the balance of that reserve, plus the amount recorded in the capital reserve, exceeds an amount equivalent to 30% of the share capital.

In the year in which the mandatory dividend amount, calculated in accordance with the Company's Bylaws, exceeds the realized portion of the net profit for the year, the General Meeting may, at the proposal of the management bodies, allocate the excess to the formation of a reserve for unrealized profits. The amounts recorded in the reserve for unrealized profits, if not absorbed by subsequent losses, can only be used to pay the mandatory dividend.

**a.i. Profit Retention Values and percentages in relation to declared total profits**

2022:

In the year ended December 31, 2022, the Company did not generate a profit, and used profit reserves to absorb the losses for the year.

2021:

In the year ended December 31, 2021, the following amounts were retained:

- BRL 426,239 thousand, corresponding to 75% of the adjusted net profit balance after calculating the mandatory dividend and profit reserves for the acquisition of assets and/or companies, working capital reinforcement, and share buyback programs, as provided for in article 56, VI, of the Company's Bylaws.
- BRL 142,080 thousand, corresponding to 25% of the adjusted net profit of the year designated for unrealized profit reserves, in accordance with the Brazilian Corporation Law and article 63, § 2 of the Company's Bylaws.

**b. Rules on dividend distribution:**

In each fiscal year, the Company's shareholders shall be entitled to a mandatory minimum dividend equivalent to 25% of the net profit for the year, after the deductions and reversals described in item "a" above.

The General Meeting may choose not to distribute the mandatory dividend in the fiscal year in which the administrators inform, in detail, that the payment of such dividend is incompatible with the Company's financial situation. The amount of the dividend not distributed due to incompatibility with the Company's financial situation must be recorded as a special reserve and, if not absorbed by losses in subsequent years, must be paid as a dividend as soon as the Company's financial situation permits.

According to applicable law, the Company may pay its shareholders interest on equity, which may be imputed to the mandatory dividend, upon resolution by the Board of Directors or the General Meeting.

**c. Frequency of dividend distributions:**

In addition to the annual payment of mandatory dividends, in accordance with the Company's Bylaws, the Board of Directors may, at its sole discretion, declare dividends or interest on equity based on the net profit of the current year, as determined in interim, semi-annual, quarterly, or shorter period financial statements, or dividends or interest on equity based on profit reserves existing in the last annual or interim, semi-annual, quarterly, or shorter period financial statements.

The statement of dividends or interest on equity based on the net profit of the current year, as determined in interim financial statements prepared in a period shorter than six months, is limited, in each semester, to the value of the Company's capital reserve.

**d. Possible restrictions on the distribution of dividends imposed by applicable special legislation or regulations on the issuer, as well as contracts, judicial, administrative, or arbitral decisions:**

2022:

In the fiscal year ended on December 31, 2022, the Company did not generate a profit and used profit reserves to absorb the losses for the period.

2021:

In the fiscal year ended on December 31, 2021, the amount of BRL 142,080 thousand, corresponding to the mandatory dividend, will be entirely allocated to the reserve for unrealized profits, in accordance with the Brazilian Corporate Law and Article 63, § 2º, of the Company's Bylaws.

**e. Whether the issuer has a formally approved results allocation policy, indicating the approving body, the date of approval, and, if the issuer discloses the policy, the locations on the World Wide Web where the document can be consulted:**

Not applicable.

**2.8. The management must describe the relevant items not evidenced in the issuer's financial statements, indicating:**

**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 on which the entity has not substantially retained or transferred the risks and benefits of ownership of the transferred asset, indicating the respective liabilities:**

The Company does not hold any written-off receivables on which it retains risks and liabilities.

**ii. Contracts for the future purchase and sale of products or services:**

The Company does not hold any relevant contracts for the future purchase and sale of products or services that are not evidenced in the Company's balance sheets.

**iii. Uncompleted construction contracts:**

The Company does not hold any uncompleted construction contracts that are not evidenced in the Company's consolidated financial statements.

**iv. Contracts for future receipt of financing:**

The Company does not hold any contracts for future receipt of financing that are not evidenced in the Company's consolidated financial statements.

**b. Other items not evidenced in the financial statements:**

The Company's management informs that there are no other relevant items not evidenced in the Company's consolidated financial statements.

**2.9. With respect to each of the items not evidenced in the financial statements indicated in item 2.8, the directors must comment:**

**a. how such items may affect or may come to affect the revenues, expenses, operating results, financial expenses, or other items of the issuer's financial statements:**

The Company's Management informs that there are no other relevant items not demonstrated in the Company's Consolidated Financial Statements.

**b. nature and purpose of the operation:**

The Company's Management informs that there are no other relevant items not demonstrated in the Company's Consolidated Financial Statements.

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

The Company's Management informs that there are no other relevant items not demonstrated in the Company's Consolidated Financial Statements.

**2.10. The management must indicate and comment on the main elements of the issuer's business plan, specifically exploring the following topics:**

**a. investments, including:**

**i. quantitative and qualitative description of investments in progress and planned investments:**

The Company's Management understands that the renewable energy sector in which the Company acts has great potential for growth, and that the Company and its subsidiaries are well positioned to be one of the main investment platforms in renewable generation assets in the coming years.

In this regard, the Company and its subsidiaries seek to invest in and develop assets with returns above their cost of capital, creating value on medium and long term to its stakeholders, which increase dividend distribution capacity and effectively diversify the asset base, reducing the consolidated portfolio risk. Such investments should focus on wind, and solar assets that exhibit high technical quality, operational longevity, adequate scale, and consistent operating costs, providing predictable and stable cash flows.

Currently, the Company has an investment plan underway in the renewable projects Assuruá 4 and Assuruá 5, in the region of the Brazilian state of Bahia, and in the renewable project Goodnight, in the region of the state of Texas, in the United States. Together, these three projects add 720.6 MW to the Company's Installed Capacity.

As of December 31, 2022, the remaining investment amount for the construction of these projects is approximately BRL 151.5 million for Assuruá 4 (out of a total of BRL 1.2 billion), BRL 683.5 million for Assuruá 5 (out of a total of BRL 1.4 billion), and US\$ 198.5 million for Goodnight 1 (out of a total of US\$ 297.5 million). The Assuruá 5 and Goodnight 1 renewable projects are in an advanced stage of development, and the Assuruá 4 project commenced commercial operation in February 2023.

**ii. sources of financing for the investments:**

The Company may use, in addition to its operating cash, additional capital through loans, or the issuance of new shares or debt securities.

**iii. Relevant divestments in progress and planned divestments:**

Currently, the Company has no relevant divestments in progress or planned divestments. However, the Company constantly evaluates new strategies, including capital recycling for its projects, among others.

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

On December 23, 2022, the acquisition of 50% of the Ventos da Bahia 3 Wind Complex, a project with an installed capacity of 181.5 MW that began commercial operations in July 2022, was completed. The transaction represents the Company's third joint venture with EDF Renewables (following the Pirapora and Ventos da Bahia 1 and 2 complexes). The acquisition also consolidates the Bahia Cluster, where we already have the Assuruá Complex and the first two phases of Ventos da Bahia (adjacent wind complexes), as one of our main regions of operation in Brazil.

In addition, the Company constantly evaluates new renewable energy development projects and operational projects for acquisition. These projects undergo rigorous due diligence processes to ensure production capacity and alignment with the current portfolio and positive impact on the Company's results.

**c. New products and services, indicating:**

**i. Description of ongoing research already disclosed:**

**ii. Total amounts spent by the issuer on research for the development of new products or services:**

**iii. Projects in development already disclosed:**

**iv. Total amounts spent by the issuer on the development of new products or services:**

The Company has been directing investments towards new products and services, as well as greater efforts in sales, marketing, and technology in its business unit of commercialization (Energy Platform) through the allocation of resources and specialized staff. In 2022, the Company launched two new digital products on its platform: (i) Distributed Generation and (ii) decarbonization solutions. With this strategy of expanding products and using technology, the Company's Management understands that the company is well-positioned to attract new customers and continue its strategy of providing energy at a reduced cost to a growing and diverse range of customer profiles.

**d. Opportunities included in the issuer's business plan related to ESG issues:**

In 2022, Omega Energia structured a non-statutory Sustainability, ESG and Government Relations department. The management understands that this was an important milestone to give greater intensity to these issues, seeking leadership and scaling the Company's positive impact. Currently, the Company's business plan includes opportunities distributed across the three fronts (E - Environmental, S - Social, and G - Governance).

From an Environmental perspective, the Management understands that a significant portion of the Company's responsibility actions are already adopted as a continuous practice: in 2022, the Company achieved the Gold Seal, awarded by the Brazilian GHG Protocol Program, obtained a B Score on the Carbon Disclosure Project - CDP, joined the Task Force on Climate-Related Financial Disclosures - TCFD, and developed and approved, before its Board of Directors, the Omega Energia Decarbonization Plan, which sets targets to achieve a 75% reduction in the Company's emissions by 2030. Thus, the Management understands that the opportunities in this area for 2023 are (i) the implementation of the actions provided in the Omega Energia Decarbonization Plan; (ii) continuous improvement of its carbon inventory and CDP score; and (iii) the maintenance, with even more emphasis, of the Company's public engagement in favor of modernizing and democratizing the Brazilian electricity sector, articulating itself on four fronts: Associations, Press, Government, and Third Sector.

Regarding the Social aspect, the Company's performance can be understood in two ways (Internal and External). Internally the management understands that the main

opportunities lie in the following initiatives, which aim to better integrate and engage co-entrepreneurs: (i) periodic engagement surveys to monitor the organizational climate; and (ii) increased investment in upskilling (training, certificates, partnerships, and others).

Regarding external performance, the management understands that there are three main fronts that make up the Company's business plan: (i) scale the positive impact caused by the Window to the World Institute, founded by Omega Energia in 2022, increasing its reach; (ii) develop the heritage education and social entrepreneurship project launched in 2022 in Bahia; and (iii) continue the project called "Cheias de Garra" conditioned on the start of a new asset expansion project, also started in 2022 in Bahia, which focuses on training and income generation for the female audience, promoting diversity in our indirect workforce.

Under the Governance pillar, which also encompasses the Ethics, Integrity, and Compliance fronts, the directors understand that the opportunity for 2023 is to continue the implementation of the Compliance Program improvement plan, established in line with the Risk Assessment conducted in 2022 by a specialized consultant, as well as to continue the practices already adopted from the prevention perspective, which includes periodic training, awareness and education campaigns, as well as from the monitoring perspective, with the strengthening of the whistleblowing channel.

Finally, the Management understands that due to the advances observed in 2022 and planned for 2023 in the Company's business plan, there are also opportunities related to upgrading Omega Energia's ratings and national and international indices, such as MSCI and Sustainalytics. It is worth noting, in this regard, that the Company currently participates in these ratings and indices in the unsolicited mode, that is, without any adherence to programs and advantages offered by the institutions.

**2.11. Comment on other factors that significantly influenced the operational performance and that have not been identified or commented on in the other items of this section:**

The Company's Management understands that there are no other factors that have significantly influenced the Company's operational performance and that have not been identified or commented on in the other items of this Section 2.

## **MANAGEMENT PROPOSAL**

### **SCHEDULE III**

#### **MANAGEMENT'S COMMENTS**

#### **CAR Report and Fiscal Council's Opinion**

### **ANNUAL REPORT OF THE AUDIT AND RISK MANAGEMENT COMMITTEE**

#### **About the Committee**

The Audit and Risk Management Committee ("Committee") is a permanent collegial body, providing advice and directly linked to the Board of Directors of Omega Energia S.A. ("Board of Directors" and "Company" or "OE," respectively), with the scope of ensuring the quality and integrity of the Company's financial statements, compliance with legal and regulatory requirements, the independence and quality of the work of independent audit firms and internal audit, as well as the quality and effectiveness of the internal control and risk management system. The Committee's evaluations were based on information received from management, independent auditors, those responsible for risk and internal control management, those responsible for the whistle-blower channel and ombudsman, and their own analyses resulting from direct observation.

The members of the Committee are elected and dismissed by the Company's Board of Directors, and the appointment of its members, initial and each term, must occur at the first meeting of the Board of Directors that succeeds the Company's general meeting that decide over the Board of Directors' election. The Committee is composed of at least three (3) members, including: (i) at least one (1) independent board member, as defined in the New Market Regulation; (ii) at least one (1) member with recognized experience in corporate accounting and auditing, and it is certain that the majority of members should be independent. The term of office of Committee members is two (2) years, and they may be re-elected for an equal period. Having served for any period, Committee members may only return to such a body after at least three (3) years have elapsed since the end of the term.

PwC is the company responsible for auditing the Company's financial statements for the year 2022, in addition to the quarterly information reviews ("ITR's").

#### **Activities of the Audit Committee in 2022**

As an advisory body to the OE Board of Directors, the Committee met seven (7) times in 2022. Among the activities carried out during the periods, the following aspects should be highlighted:

- a. Monitoring the process of preparing and reviewing the Company's financial statements and the Annual Management Report, notably through meetings with the Company's management and independent auditors, related to the year ended December 31, 2022;
- b. Quarterly meetings with independent auditors to discuss ITRs submitted for their review and their respective audit reports;
- c. Monitoring the methodology adopted for risk management and the results obtained, in accordance with the work presented and developed by the person responsible for the respective Risk Management area, with the objective of ensuring the disclosure and monitoring of risks relevant to the Company;
- d. Monitoring the implementation of the Company's internal audit area, as well as the work carried out by the area in 2022;
- e. Discussions regarding relevant issues related to the Company's internal control systems, with the objective of evaluating their quality and effectiveness; and
- f. Holding periodic meetings with the OE's top executives for the purposes of awareness on the main business strategies, the results achieved, as well as to monitor the improvements made and proposed to strengthen OE's internal controls.

## **Conclusion**

The members of the Audit and Risk Management Committee of the Company, in the exercise of their legal duties and responsibilities as provided for in the Committee's Internal Rules, based on the activities carried out above and on the examination and analysis: (i) of the financial statements, accompanied by the audit report containing an unqualified opinion of the independent auditors; (ii) of the management's annual report; and (iii) of the proposal to absorb the net loss of the year through the profit reserves, unanimously recommend the approval of these documents by the Board of Directors of the Company.

São Paulo, February 28, 2023

**Eduardo de Toledo**  
(Coordinator)

**Flavio Cesar Maia Luz**  
(Member)

**Walter Iorio**  
(Member)

## **FISCAL COUNCIL'S OPINION**

The Fiscal Council of Omega Energia S.A. ("Company"), in compliance with the provisions of article 163 of Law No. 6,404, of December 15, 1976, examined the individual (controller) and consolidated (Omega Energia and its subsidiaries) Financial Statements accompanied by the Explanatory Notes, the Management Report and the Independent Auditors' Report from PwC, referring to the fiscal year ended on December 31, 2022.

Based on the examinations performed and considering the Independent Auditors' Report from PwC, dated February 28, 2023, issued with an unmodified opinion, as well as the information and clarifications received from the management, the Audit and Risk Management Committee, during the year, the members opine favorably that the Financial Statements are in condition to be considered by the Ordinary General Meeting of the Company.

São Paulo, February 28, 2023

**Bruno Meirelles Salotti**  
(President)

**Vera Lúcia De Almeida Pereira Elias**  
(Member)

**Ricardo Scalzo**  
(Member)

**MANAGEMENT PROPOSAL**

**SCHEDULE IV**

**INFORMATION ON COMPANY MANagements' COMPENSATION  
(ITEM 8 OF THE REFERENCE FORM)**

**8. Managements' Remuneration**

**8.1. Describe the policy for the compensation of the board of directors, statutory and non-statutory officers, the fiscal council, statutory committees and audit, risk, financial and remuneration committees, addressing the following aspects:**

**a. Purpose of the policy or practice for compensation, stating whether the compensation policy has been formally approved, the body responsible for its approval, date of approval, and if the issuer discloses the policy, the places on the World Wide Web where the document can be consulted.**

The Company adopts a Compensation Policy for the board of directors, committees, and fiscal council ("Policy"), approved by the Board of Directors at a meeting held on September 24, 2021, which aims to establish guidelines and general rules for setting compensation, including broadly any amounts, of a salary or non-salary nature, particularly in relation to the members of the statutory board, Board of Directors, advisory committees to the Board of Directors, and, when installed, the fiscal council. The Policy can be consulted on the Company's website and through the link <https://omega-public-assets.s3.sa-east-1.amazonaws.com/documentos/Politica+de+Remuneracao.pdf>.

The compensation strategy of the Company's Management aims to attract and retain the best executives, providing a meritocratic environment with recognition linked to differentiated performance, promoting an ownership behavior, through additional variable incentives linked to goals, performance evaluation and adherence to the Company's culture.

The Board of Directors is responsible for monitoring compensation and incentive policies in light of the Company's strategic plan, as well as evaluating the fulfillment of individual and corporate goals in the short and long term.

It is the responsibility of the general assembly to approve the annual global compensation of the administrators, with the Board of Directors being responsible for distributing the compensation among the organs, apportioning individual compensation,

and dividing the fixed and variable portions within the proposed limit, in accordance with the Company's Bylaws.

The Company may grant benefits motivated by the departure of members of its Administration and advisory committees from their activities in the Company. Such benefits, when granted, must be included in the Management's overall compensation amount approved by the Company's shareholder meeting.

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

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

The Board of Directors is responsible for establishing and reviewing the compensation practices and guidelines adopted by the Company and is also responsible for proposing the global amount of compensation to be deliberated by the shareholders at the general assembly of the Company, in accordance with article 152 of the Corporation Law. It is also the responsibility of the Board of Directors to determine the individual compensation of the management, within the limit approved at the general assembly.

The general meeting, in turn, is responsible for setting the annual overall compensation amount of the Management and the Fiscal Council.

**ii. the criteria and methodology adopted to set individual compensation, indicating whether market studies are used to verify market practices, and, if so, the comparison criteria and scope of these studies.**

As highlighted in item (c)(i) below, the determination and adjustment of compensation consider, among other elements, the responsibilities, and attributions of the manager, as well as their performance and market studies related to comparable companies.

**iii. how often and in what way the board of directors evaluates the adequacy of the issuer's compensation policy.**

Considering the strategic nature of the topic, the Board of Directors revisits the premises and guidelines of the compensation practices adopted by the Company twice a year, ensuring their consistency and compatibility with the Company's needs and the competitive reality of the market.

### **c. Compensation composition**

**i. Description of the elements of the compensation and their objectives: description of the various elements that make up the compensation, including, for each of them: (i) their objectives and alignment with the issuer's short, medium, and long-term interests; (ii) their proportion in the total remuneration in the last 3 fiscal years; (iii) their calculation and adjustment methodology; (iv) main performance indicators taken into consideration, including, if applicable, ESG-related indicators.**

#### **Board of Directors**

Currently, almost all of the effective members of the Company's Board of Directors have waived their compensation, so they are not paid for their functions as board members. Independent directors are entitled to a fixed and monthly compensation, without any variable remuneration or benefits.

The annual fixed compensation is composed of twelve pro-labore per year, being reviewed annually according to market standards and has the main objective of direct compensation for services provided.

#### **Statutory and non-statutory Management**

The Company's management members are entitled to a compensation consisting of: (i) monthly fixed compensation of thirteen salaries per year, annually corrected by collective bargaining, which has the main objective of direct compensation for services provided and recognizing and reflecting the value of the position internally and externally, as well as the executive's experience, education, and knowledge; (ii) a benefits package that includes health and dental assistance, life insurance, and meal vouchers, with the aim of ensuring the competitiveness of remuneration practices with an attractive package; and (iii) variable compensation based on participation in results, which aims to incentivize performance that contributes to achieving the Company's goals.

It should be noted that the Company's management members are also eligible to become beneficiaries of the First Stock Option Grant Plan of the Company, approved by the Company's General Meeting held at 10 am on September 24, 2021, amended by the Special General Meetings held on October 7, 2021, and October 28, 2021, and the fulfilment of the suspensive conditions was acknowledged by the Board of Directors' meeting on December 19, 2021, at 5:30 pm, and may receive options to purchase the Company's shares, under the terms of the Option Plan, as described in item 8.4 below. Considering

their co-investment characteristics at market or higher prices, the values related to the granting of options do not constitute "remuneration" for labor, tax, and social security purposes. For accounting purposes, as provided for in the Pronouncement of the Committee of Accounting Pronouncements no. 10 (CPC 10), the amounts related to the Plan, as the corresponding options are granted, are recorded as equity-based payments and shall be included in the financial statements as such.

### **Fiscal Council**

Members of the Fiscal Council are entitled to a fixed compensation, consisting of twelve pro-labore per year, established in accordance with applicable legislation, and observed what is established by the general meeting when deliberating on the installation of the Fiscal Council and the election of its members.

Members of the Company's Fiscal Council are compensated in accordance with the Brazilian Corporation Law, i.e., the remuneration of Fiscal Council members cannot be less, for each member in office, than ten percent (10%) of the remuneration, on average, attributed to each director, excluding benefits, representation allowances, and profit-sharing. Members of the Fiscal Council are also entitled to reimbursement of necessary transportation and lodging expenses to perform their duties.

### **Committee**

The Company has a permanent statutory committee, the Audit and Risk Management Committee, whose responsibilities, composition rules, and main characteristics are described in the Company's Reference Form, item 12.1.

In accordance with the Internal Regulations of the Audit and Risk Management Committee, as appropriate, committee members who are also members of the Company's Board of Directors will not be entitled to receive additional remuneration for participating in the Committee, and their remuneration will be restricted to the compensation they receive as members. Other members may be entitled to receive remuneration as determined by the Board of Directors.

The Audit and Risk Management Committee currently has two members who are not directors or officers, and both members receive remuneration for their participation in the committee. The remuneration is fixed and consists of twelve pro-labor payments per year, which are established in accordance with market standards, without any variable compensation or benefits.

Other members of the Company's statutory committee who are also members of the Board of Directors and/or management do not receive additional compensation for their positions.

The Company may grant members of its management and advisory committee benefits motivated by their departure from their activities in the Company. Such benefits, when granted, must be included in the overall remuneration amount approved by the Company's shareholders' meeting.

**(i) purposes and alignment with the issuer's short, medium, and long-term interests**

The compensation layout seeks to incentivize the Company's employees to pursue the best profitability for the Company, in order to align their interests with those of the Company. It should be noted that members of the Board of Directors, Fiscal Council, and Audit and Risk Management Committee are only entitled to fixed compensation, which aims to pay them directly for the services provided, in line with market practices.

In the short term, compensation aims to maintain the Company with high operational and financial performance by aligning the interests of shareholders and executives through the incentive practices described here, with a substantial decrease in counterparts if the Company does not achieve its short, medium, and long-term objectives.

In addition, for members of the statutory and non-statutory management, the aim is to align short-term interests through the variable remuneration plan, which is calculated based on the Company's performance management program and the achievement of certain goals.

Medium and long-term alignment, in turn, is achieved through variable compensation for milestones and the Options Plans described in item 8.4 below, for which members of the statutory and non-statutory management are eligible, with the purpose of retaining these professionals in the Company.

**(ii) proportion in the total compensation in the last 3 fiscal years.**

This item is not applicable for the 2020 fiscal year as the Company was only established in the 2021 fiscal year. Additionally, we inform that there were no non-statutory management members in the last three fiscal years, which also excludes the application of this rule during that period.

The table below indicates the proportions of each compensation element in relation to the total compensation for the fiscal year ended on December 31, 2022:

2022	Salary	Variable Compensation	Stock Option	Benefits	Total
Board of Directors	100,00%	0,00%	0,00%	0,00%	<b>100,00%</b>
Statutory Management	25,24%	74,11%	0,00%	0,65%	<b>100,00%</b>
Fiscal Council	100,00%	0,00%	0,00%	0,00%	<b>100,00%</b>
Audit and Risk Committee	100,00%	0,00%	0,00%	0,00%	<b>100,00%</b>
DiretNon-Statutory Management	0,00%	0,00%	0,00%	0,00%	<b>0,00%</b>

The table below indicates the proportions of each compensation element in relation to the total remuneration for the fiscal year ended on December 31, 2021:

2021	Salary	Variable Compensation	Stock Option(*)	Benefits	Total
Board of Directors	0,00%	0,00%	0,00%	0,00%	<b>0,00%</b>
Statutory Management	100,00%	0,00%	0,00%	0,00%	<b>100,00%</b>
Fiscal Council	0,00%	0,00%	0,00%	0,00%	<b>0,00%</b>
Audit and Risk Committee	0,00%	0,00%	0,00%	0,00%	<b>0,00%</b>
DiretNon-Statutory Management	0,00%	0,00%	0,00%	0,00%	<b>0,00%</b>

(\*) The Company clarifies that this item was filled out based on the regulations of the CVM and accounting rules regarding the subject. It should be noted that, considering the characteristics of the Option Plans, the values related to the grant of stock options based on said plans do not constitute "remuneration" for labor, tax, and social security purposes.

It is worth noting that in 2021, all members of the Board of Directors, Fiscal Council, and Audit and Risk Committee resigned from their compensation for their attributions, as the implementation of the Corporate Reorganization (as defined in item 2.2 (ii) of **Schedule II** of this Management Proposal) only took effect on December 23, 2021.

### **(iii) Methodology for calculating and adjusting each compensation component.**

The overall remuneration of the administrators, including the members of the Board of Directors, executive officers, Audit and Risk Management Committee members, and members of the Fiscal Council, if installed, is fixed annually at the Company's general meeting, and distributed as determined by the Board of Directors.

After discussion among the Board of Directors members, the Management's proposal for the overall remuneration is submitted for approval at the Company's general meeting, considering the criteria described below.

For statutory and non-statutory directors, the values of the remuneration elements are adjusted annually, taking into account parameters such as: (i) merit, based on the performance of the employee in question, (ii) official inflation rates, and (iii) market analysis related to incentives from comparable companies.

For members of the Board of Directors and members of the Audit and Risk Management Committee, the values are established according to market standards, without any variable remuneration or benefits, and the main objective is direct compensation for services rendered.

For members of the Fiscal Council, the values are established in accordance with the provisions of the Brazilian Corporation Law, meaning that the remuneration of members of the Fiscal Council cannot be less than ten percent (10%) of the remuneration that, on average, is attributed to each officer, not including benefits, representation allowances, and profit-sharing. Members of the Fiscal Council are also entitled to reimbursement of transportation and accommodation expenses necessary for the performance of their duties.

In addition, regarding each individual remuneration element, additional comments are necessary for better understanding of the procedures and methodologies adopted, as described below.

The fixed compensation and benefits package are defined by the human resources department and officers, taking into account mandates, responsibilities vis-à-vis the business plan, and market data for similar positions.

The fixed remuneration paid by the Company is still subject to adjustments based on market practices.

Short-term incentives, resulting from the variable remuneration plan, are calculated based on the Company's performance management program, which aims to recognize the achievement of goals with annual variable remuneration payment on multiple monthly salaries.

Long-term incentives, on the other hand, consisting of the granting of stock option plans of the Company to the beneficiaries, are calculated based on the Stock Option Plan described in item 8.4 below.

**(iv) Key performance indicators considered, including, if applicable, indicators related to ESG issues.**

Members of the Board of Directors, Fiscal Council, and Audit and Risk Management Committee do not have their compensation tied to performance indicators.

The performance of statutory and non-statutory directors as well as other employees of the Company is measured based on (a) the annual corporate goals plan of the Company, which establishes criteria such as minimum net profit for the year, EBITDA, contracted energy, among others; and (b) the 360-degree evaluation results and the evaluation of the Company's board of directors in conjunction with the responsible person for human resources of the Company.

In 2022, goals related to Omega's priority SDGs and ESG issues represented 15% of corporate goals, impacting the variable compensation of all statutory executives. In 2023, these topics will represent 7.5% of goals.

**(ii) Reasons justifying the composition of compensation.**

The compensation of members of the Board of Directors, statutory and non-statutory members of the management, and the Audit and Risk Management Committee is based on market practices and is in line with the Company's objectives.

The compensation elements aim to retain professionals and reward services rendered and results generated, taking into account assigned responsibilities and time dedicated to their functions, competence and professional reputation, results achieved, and the value of services in the market.

In addition, statutory and non-statutory directors are eligible for the Options Plan described in item 8.4, which, through the granting of options, aims to contribute to the formation of an incentive structure and alignment of interests between shareholders and plan beneficiaries, privileging the process of generating value for the Company.

**(iii) The existence of unpaid members by the issuer and the reason for this fact.**

Currently, six of the nine members of the Company's Board of Directors have waived the compensation they are entitled to for the position, essentially for the following reasons:

- i. three board members are or have been indirect shareholders of Tarpon Gestora de Recursos S.A., a fund management company that is part of the Company's controlling shareholder group;
- ii. one board member is a founding shareholder and CEO of the Company, being compensated solely for this position.
- iii. Two others represent FIP Actis, appointed pursuant to the terms of the shareholder's agreement entered into with the controlling shareholder group.

Regarding the Statutory Committee (Audit and Risk Management Committee) under the internal regulations of the organization, members who also serve as board members are not entitled to compensation. Two members of the Audit and Risk Management Committee are entitled to compensation, and the member who is also a board member is not entitled to compensation for participation in the committee.

**d. Existence of compensation supported by subsidiaries, controlled or direct or indirect controllers.**

The Company and its subsidiaries are responsible for paying the entire compensation of its Management members.

**e. Existence of any remuneration or benefit linked to the occurrence of a certain corporate event, such as the sale of the issuer's corporate control.**

The Company does not have any type of compensation or benefit correlated to the occurrence of a certain corporate event.

**8.2 With regard to the compensation established in the result of the last three fiscal years and the one foreseen for the current fiscal year of the board of directors, statutory management, and fiscal council, prepare a table with the following content:**  
**a. organ; b. total number of members; c. number of remunerated members; d. compensation segregated into: i. annual fixed compensation, segregated into: salary or pro-labor; direct and indirect benefits; compensation for participation in committees; others; ii. variable compensation, segregated into: bonus; participation in results; compensation for participation in meetings; commissions; others; iii. post-employment benefits; iv. benefits motivated by the cessation of the exercise of the position; v. compensation based on shares, including options; e. value, per organ, of the compensation of the board of directors, statutory management, and fiscal council; f. total compensation of the board of directors, statutory management, and fiscal council.**

The information set forth in this item is not applicable for the 2020 fiscal year as the Company was only established in the 2021 fiscal year.

Forecast for the current fiscal year 2023 (in BRL)			
Board of Directors	Statutory Management	Fiscal Council	Total

Number of Members <sup>(*)</sup>	9,00	3,00	3,00	<b>15,00</b>
Number of Members that receive compensation	3,00	3,00	3,00	<b>9,00</b>
Salary / Pro-labore	1.296.000,00	4.476.719,14	447.671,91	<b>6.220.391,05</b>
Direct and indirect benefits	0,00	117.878,53	0,00	<b>117.878,53</b>
Participation in Committees	0,00	0,00	0,00	<b>0,00</b>
Others <sup>(**)</sup>	0,00	0,00	0,00	<b>0,00</b>
Description of other fixed compensation	0,00	0,00	0,00	<b>0,00</b>
Bonus	0,00	0,00	0,00	<b>0,00</b>
profit sharing <sup>(**)</sup>	0,00	23.645.306,40	0,00	<b>23.645.306,40</b>
Participation in meetings	0,00	0,00	0,00	<b>0,00</b>
Commissions	0,00	0,00	0,00	<b>0,00</b>
Others	0,00	0,00	0,00	<b>0,00</b>
Description of other variable compensation	0,00	0,00	0,00	<b>0,00</b>
post-employment	0,00	0,00	0,00	<b>0,00</b>
termination of office	0,00	0,00	0,00	<b>0,00</b>
stock based	0,00	00,00	0,00	<b>00,00</b>
Observation	0,00	0,00	0,00	<b>0,00</b>
<b>Total compensation (in BRL)</b>	<b>1.296.000,00</b>	<b>28.239.904,07</b>	<b>447.671,91</b>	<b>29.983.575,98</b>

(\*) The number of members of each Management body corresponds to the annual average of the number of members of each body calculated monthly, rounded to two decimal places.

(\*\*) There are no applicable charges.

	Fiscal Year ended on 12.31.2022 (in BRL\$)			
	Statutory Management	Statutory Management	Fiscal Council	Total
Number of Members <sup>(*)</sup>	9,25	3,33	3,08	<b>15,67</b>
Number of Members that receive compensation	4,17	3,33	3,08	<b>10,58</b>
Salary / Pro-labore	1.605.000,00	4.291.794,97	386.869,32	<b>6.283.664,29</b>
Direct and indirect benefits	-	111.002,81	-	<b>111.002,81</b>
Participation in Committees	-	-	-	<b>-</b>
Others <sup>(**)</sup>	-	-	-	<b>-</b>
Description of other fixed compensation	-	-	-	<b>-</b>

Bonus	-	-	-	-
profit sharing <sup>3)</sup>	-	12.601.892,71	-	<b>12.601.892,71</b>
Participation in meetings	-	-	-	-
Commissions	-	-	-	-
Others	-	-	-	-
Description of other variable compensation	-	-	-	-
post-employment	-	-	-	-
termination of office	-	-	-	-
stock based	-	-	-	-
Observation	-	-	-	-
<b>Total compensation (in BRL)</b>	<b>1.605.000,00</b>	<b>17.004.690,49</b>	<b>386.869,32</b>	<b>18.996.559,81</b>

(\*) The number of members of each Management body corresponds to the annual average of the number of members of each body calculated monthly, rounded to two decimal places.

(\*\*) There are no applicable charges.

It is worth highlighting that in 2021, all members of the Board of Directors, Fiscal Council, and Audit and Risk Committee resigned from remuneration for their roles in the Company, as the completion of the Corporate Reorganization only occurred on December 23, 2021.

On the other hand, the statutory directors had their expenses related to compensation covered directly by OG during the period of Corporate Reorganization, generating a credit against the Company for the subsequent settlement of this amount.

	Fiscal Year ended on 12.31.2021 (in BRL\$)			
	Board of Directors	Statutory Management	Fiscal Council	Total
Number of Members <sup>3)</sup>	5,00	4,00	0,75	<b>12,75</b>
Number of Members that receive compensation	-	1,00	-	<b>1,00</b>

Salary / Pro-labore	-	32.333,33	-	<b>32.333,33</b>
Direct and indirect benefits	-	-	-	-
Participation in Committees	-	-	-	-
Others <sup>(*)</sup>	-	-	-	-
Description of other fixed compensation	-	-	-	-
Bonus	-	-	-	-
profit sharing <sup>(**)</sup>	-	-	-	-
Participation in meetings	-	-	-	-
Commissions	-	-	-	-
Others	-	-	-	-
Description of other variable compensation	-	-	-	-
post-employment	-	-	-	-
termination of office	-	-	-	-
stock based	-	-	-	-
Observation	-	-	-	-
<b>Total compensation (in BRL)</b>	<b>-</b>	<b>32.333,33</b>	<b>-</b>	<b>32.333,33</b>

(\*) The number of members of each Management body corresponds to the annual average of the number of members of each body calculated monthly, rounded to two decimal places.

(\*\*) There are no applicable charges.

**8.3. With respect to the variable compensation of the last 3 fiscal years and that expected for the current fiscal year of the board of directors, statutory management, and fiscal council, prepare a table with the following content: a. entity; b. total number of members; c. number of remunerated members; d. regarding the bonus: i. minimum value provided for in the compensation plan; ii. maximum value provided for in the**

compensation plan; iii. value provided for in the compensation plan, if the established goals were met; iv. value effectively recognized in the results of the last 3 fiscal years; e. regarding profit-sharing: i. minimum value provided for in the compensation plan; ii. maximum value provided for in the compensation plan; iii. value provided for in the compensation plan, if the established goals were met; iv. value effectively recognized in the results of the last 3 fiscal years.

The information in this item is not applicable for the 2020 fiscal year, considering that the Company was incorporated in the 2021 fiscal year.

	Forecast for the current fiscal year 2023 (in BRL)			
	Board of Directors	Statutory Management	Fiscal Council	Total
Number of members	9,00	3,00	3,00	<b>15,00</b>
Number of Remunerated Members	3,00	3,00	3,00	<b>9,00</b>
<b>Bonus (in BRL)</b>	-	-	-	-
Minimum amount provided for in the compensation plan	-	-	-	-
Maximum amount provided for in the compensation plan	-	-	-	-
Amount provided for in the compensation plan, if targets are met	-	-	-	-
<b>Profit sharing (in BRL)</b>	-	-	-	-
Minimum amount provided for in the compensation plan	-	7.684.724,58	-	<b>7.684.724,58</b>
Maximum amount provided for in the compensation plan	-	23.645.306,40	-	<b>23.645.306,40</b>
Amount provided for in the compensation plan, if targets are met	-	<b>11.822.653,20</b>	-	<b>11.822.653,20</b>

	Fiscal Year ended on 12.31.2022 (in BRL)			
	Board of Directors	Statutory Management	Statutory Management	Total
Number of members	9,25	3,33	3,08	<b>15,67</b>
Number of Remunerated Members	4,17	3,33	3,08	<b>10,58</b>
<b>Bonus (in BRL)</b>	-	-	-	-
Minimum amount provided for in the compensation plan	-	-	-	-

Maximum amount provided for in the compensation plan	-	-	-	-
Amount provided for in the compensation plan, if targets are met	-	-	-	-
<b>Profit sharing (in BRL)</b>	-	-	-	-
Minimum amount provided for in the compensation plan	-	-	-	-
Maximum amount provided for in the compensation plan	-	7.072.630,15	-	<b>7.072.630,15</b>
Amount provided for in the compensation plan, if targets were met	-	21.761.938,92	-	<b>21.761.938,92</b>
Amount effectively acknowledged in the fiscal year result	-	10.880.969,46	-	<b>10.880.969,46</b>
Minimum amount provided for in the compensation plan	-	12.601.892,71	-	<b>12.601.892,71</b>

	Fiscal Year ended on 12.31.2021 (in BRL)			
	Board of Directors	Statutory Management	Fiscal Council	Total
number of members	5,00	4,00	0,75	<b>9,75</b>
Number of Remunerated Members	-	-	-	-
<b>Bonus (in BRL)</b>	-	-	-	-
Minimum amount provided for in the compensation plan	-	-	-	-
Maximum amount provided for in the compensation plan	-	-	-	-
Amount provided for in the compensation plan, if targets are met	-	-	-	-
<b>Profit sharing (in BRL)</b>	-	-	-	-
Minimum amount provided for in the compensation plan	-	-	-	-
Maximum amount provided for in the compensation plan	-	-	-	-
Amount provided for in the compensation plan, if targets were met	-	-	-	-
Amount effectively acknowledged in the fiscal year result	-	-	-	-
Minimum amount provided for in the compensation plan	-	-	-	-

It is worth highlighting that in 2021, all members of the Board of Directors, Fiscal Council, and Audit and Risk Committee waived from the compensation for their roles in the

Company, as the completion of the Corporate Reorganization only occurred on December 23, 2021.

**8.4. Regarding the stock-based compensation plan for the Board of Directors and statutory officers in effect in the last fiscal year and planned for the current fiscal year, please describe:**

The Company informs that this item 8 was completed based on CVM regulation and accounting rules on the subject. It is worth noting that, considering the characteristics of the Options Plan described below, the values related to the granting of stock options do not constitute "compensation" for labor, tax, and social security purposes. For accounting purposes, as provided for in Pronouncement of the Accounting Pronouncements Committee No. 10 (CPC 10), the amounts related to the Option Plans, as the corresponding options are granted, are accounted for as share-based payments and must be included in the financial statements as such.

**a. General terms and conditions**

The characteristics of the Company's Option Plan are described below:

**First Stock Option Grant Plan of the Company**

The shareholders of the Company approved the First Stock Option Grant Plan of the Company, according to the Company's Special General Meeting held on September 24th, 2021, amendments approved at the Special General Meetings held on October 7th, 2021, and October 28th, 2021, and the fulfillment of the suspensive conditions to which it was subject by the Board of Directors meeting on December 19th, 2021 at 5:30 pm ("First Plan").

The First Plan is conducted by the Company's Board of Directors, which will be responsible, among other duties, for: (i) creating stock option grant programs; and (ii) defining: (a) the Participants in the First Plan; (b) the number of Company shares that Participants in the First Plan may subscribe to or acquire upon exercising stock options; (c) the terms and conditions for exercising stock options or for stock options to become exercisable; or (d) any other terms and conditions relating to stock options.

At a Board of Directors meeting held on September 24th, 2021, the First Stock Option Grant Program was approved under the First Plan, as amended at the Board of Directors meetings held on October 7th, 2021, and October 28th, 2021 ("First Program of the First Plan").

**b. Approval date and responsible body**

The shareholders of the Company approved the Company's First Plan, according to the Company's Special General Meeting held on September 24th, 2021, and amendments approved at the Special General Meetings held on October 7th, 2021, and October 28th, 2021.

**c. Maximum number of shares within the scope**

The First Plan will cover the granting of options that confer the right to acquire a maximum of 9,103,930 new shares, representing, on the effective date, 1.6400099895% of the Company's share capital, on a fully diluted basis, considering the effects of the Company's Reorganization and Share Incorporation ("Global Limit of the First Plan").

**d. Maximum number of options to be granted**

The stock options to be granted under the First Plan must comply with the Global Limit of the First Plan. Without prejudice to the maximum limit indicated above, the programs approved under the First Plan may provide for individual limits established by the Board of Directors, provided that the Global Limit of the First Plan is ultimately observed.

**e. Conditions for acquiring shares**

The grant of stock options under the First Program of the First Plan will be made through option grant agreements between the Company and the Participants of the First Plan, which must specify, among other conditions determined by the Board of Directors: (i) the quantity of stock options granted and the quantity of shares subject to the granted stock option; (ii) the conditions for acquiring the right to exercise the option; (iii) the purchase price of the stock options; (iv) the term for exercising the stock option; (v) the exercise price and payment conditions.

The Board of Directors may define different terms and conditions for each Participant of the First Plan, without the need for applying any rule of equality or analogy among the Participants of the First Plan, provided that the guidelines, terms and conditions established in the First Plan and the First Program of the First Plan are observed.

**First Program of the First Plan**

The options granted under the First Program of the First Plan will only become enforceable, subject to the applicable rules provided in such program, as of May 30, 2025 and may be exercised within up to 12 months from such date. The exercise price of each option to be granted under the First Program of the First Plan will be BRL 21.73 per share, without any adjustment, reduced by the per-share amount of any dividends paid or capital reductions made between the grant date and the exercise date.

Under the First Program of the First Plan, the Company will grant financing to the beneficiaries for payment of the exercise price and option premiums, under market conditions, including, without limitation, the following minimum conditions:

- Compensatory interest corresponding to at least the CDI variation, plus 0.5% per year, calculated *pro rata die*;
- Early maturity of the loan in cases of Termination;
- Penalties and moratory charges applicable in case of default; and
- Amortization of principal and interest over four years, during which the shares cannot be traded except for the purpose of complying with financing obligations.

#### **f. Criteria for setting the acquisition or exercise price**

Under the First Program of the First Plan, options will be adjusted based on the exchange ratio where the exercise price of each option to be granted under the First Program of the First Plan will be BRL 21.73 per share, without any adjustments, reduced by the per-share amount of any dividends paid or capital reductions made between the grant date and the exercise date.

For new grants, the methodology used to price the fair value of the options will be the Black & Scholes model. This is a mathematical asset pricing model in which the price evolution of assets considers the following explicit assumptions: (i) it is possible to lend and borrow at a constant and known risk-free interest rate, (ii) the price follows a geometric Brownian motion with constant trend (drift) and volatility, and (iii) there are no transaction costs. Based on these ideal market conditions for an asset (and for the option on the asset), it is demonstrated that the price of an option varies only with the stock price and time to expiration.

#### **g. Criteria for setting the acquisition or fiscal year price.**

Regarding criteria for setting the acquisition or exercise period, the First Plan participant may exercise their options granted under the First Program of the First Plan

during the exercise period, which begins after the vesting period and ends on a fixed date specified by the Board of Directors in the option agreement. Except as determined by the Board of Directors, there shall be no possibility of partial vesting or proportional exercise of the options during the vesting period.

During the exercise period, the First Plan participant may exercise their options on any business day. If the options are exercised on a day that is not a business day, the exercise shall be postponed until the next business day. The First Plan participant who does not exercise their options during the exercise period will lose the right to exercise all options that have been granted to them until then.

If the start of the exercise period coincides with a trading blackout period under CVM Resolution 44/2021 or the "Company Disclosure and Trading Policy," the start of the exercise period shall be postponed to the date on which such trading blackout period ends.

If a trading blackout period under CVM Resolution 44/2021 or the "Company Disclosure and Trading Policy" begins during the exercise period, the exercise period shall be suspended and shall resume on the day following the end of such trading blackout period.

The Board of Directors may establish additional conditions to the vesting period for the exercise of options by First Plan participants in a specific program, including conditions related to performance evaluations of First Plan participants in their positions and roles in the Company.

#### **h. Settlement Method**

The Participant of the First Plan who wishes to exercise their options that meet the exercise criteria provided for in the First Program of the First Plan must notify the Company in writing of their intention to do so and indicate the quantity of options they wish to exercise.

The exercise price for the options granted under the First Plan must be paid in cash by the Participant of the First Plan, unless the Board of Directors establishes other forms of payment in each option agreement.

In accordance with the provisions of item (h) above with respect to the First Plan, the Board of Directors may establish the possibility of granting financing lines by the Company to Participants of the First Plan, for the amounts necessary to pay obligations

related to the First Plan, provided that in such cases, such resources may only be granted by the Company on market conditions, including, without limitation, the minimum conditions established in the First Plan and described in item (h) above. The granting of loans to each Participant of the First Plan shall be approved by the Board of Directors.

The Board of Directors may establish, in specific programs, additional conditions to the vesting period for the exercise of options by Participants of the First Plan, including conditions related to the performance evaluations of Participants of the First Plan in the exercise of their positions and functions in the Company.

No shares shall be delivered to the Participant of the First Plan upon exercise of the option unless all legal and regulatory requirements have been fully complied with.

No participant in the First Plan shall have any shareholder rights and privileges in the Company until their option is duly exercised. No participant in the First Plan shall be entitled to exercise their options, and consequently, receive shares issued by the Company until all legal and regulatory requirements and those set forth in the First Plan, the First Plan Program, and the option agreement have been fully met.

#### **i. Restrictions on share transferring**

For shares received under the First Plan Program, has been determined certain transfer restriction periods until December 31, 2026 and May 31, 2028, as described in the stock option agreement executed with the Participants, in which shares obtained through the exercise of an option can only be transferred (i) to meet the obligations of the plan itself once amortized, and may not be encumbered or subject to any other act of disposition by the First Plan participant, in accordance with the First Plan, or (ii) up to 25% of the shares acquired or subscribed within any 12-month period.

The Board of Directors may include other rules in the option agreements regarding restrictions on the transfer of shares received through the exercise of options and penalties for non-compliance with these restrictions.

#### **j. Criteria and events that, when verified, will result in the suspension, alteration, or termination of the plan**

The First Plan may be terminated at any time by decision of the general meeting. If the controllers directly or indirectly transfer a number of shares that implies a change in control of the Company, in accordance with the B3 New Market Regulations and the Brazilian Corporation Law, the First Plan shall continue as provided and the granted options shall remain unaffected, except if: (i) the Board of Directors approves an early

expiration date for exercising the options, or (ii) the general assembly determines the termination of the First Plan or the First Plan Program and the cancellation of any and all options granted under the First Plan Program.

Unless otherwise decided by the shareholders general meeting or in the case of dissolution, liquidation, judicial recovery, or bankruptcy of the Company, the expiration of the First Plan shall not affect the effectiveness of options still in force granted under it.

**k. Effects of the administrator's departure from the issuer's organs on their rights provided in the stock-based compensation plan**

The granted Options shall automatically expire, ceasing all their effects by operation of law, and granted financing shall be accelerated in the event of a Participant's Departure from the First Plan.

In the event of a Participant's Departure from the First Plan after the exercise of options and during the restricted trading periods described in item (l) above, the shares received by the Participant of the First Plan under the First Plan may be repurchased by the Company, subject to the following rules:

- termination without cause, retirement, disability, and death of the beneficiary: repurchase will be made at the market value of the shares;
- voluntary departure of the beneficiary: repurchase will be made at market value, with a discount of up to 20%; and
- termination with cause: repurchase will be made at market value, with a discount of 50%.

**8.5. Regarding the stock-based compensation in the form of stock options recognized in the results of the last 3 social years and provided for the current social year, the board of directors and statutory management shall prepare a table with the following content: a. organ; b. number of members; c. number of remunerated members; d. weighted average exercise price of each of the following options groups: i. outstanding at the beginning of the social year; ii. lost during the social year; iii. exercised during the social year; (f) potential dilution in the event of exercise of all granted options.**

The information below describes details of the Company's First Stock Option Plan. Since it was established in the year 2021, the tables below will refer to the social years of 2021, 2022, and the current year 2023.

<b>Forecast Current Fiscal Year 2023</b>		
<b>First Plan   First Program</b>		
	Board of Directors	Statutory Management
<b>Total number of members</b>	9	3
<b>Number of paid members</b>	-	2
Weighted average exercise price (*)		
(i) Outstanding options at the beginning of the fiscal year		BRL 21,73
(ii) Lost and expired options during the fiscal year		-
(iii) Options exercised during the fiscal year		-
<b>Potential dilution in the event of the exercise of all options granted</b>		0,18%

(\*) The options are not yet eligible for exercise, therefore this is the exercise price provided in the First Program of the First Plan.

<b>Fiscal Year 2022</b>		
<b>First Plan   First Program</b>		
	Board of Directors	Statutory Management
<b>Total number of members</b>	9,25	3,33
<b>Number of paid members</b>	-	2,00
Weighted average exercise price (*)		
(i) Outstanding options at the beginning of the fiscal year	-	BRL 21,73
(ii) Lost and expired options during the fiscal year	-	-
(iii) Options exercised during the fiscal year	-	-
<b>Potential dilution in the event of the exercise of all options granted</b>	-	0,18%

(\*) The options are not yet eligible for exercise, therefore this is the exercise price provided in the First Program of the First Plan.

<b>Fiscal Year 2021</b>		
<b>First Plan   First Program</b>		
	Board of Directors	Statutory Management
<b>Total number of members</b>	5,00	4,00
<b>Number of paid members</b>	-	1,00
Weighted average exercise price (*)		
(i) Outstanding options at the beginning of the fiscal year	-	BRL 21,73
(ii) Lost and expired options during the fiscal year	-	-

(iii) Options exercised during the fiscal year	-	-
<b>Potential dilution in the event of the exercise of all options granted</b>	-	0,08%

(\*) The options are not yet eligible for exercise; therefore this is the exercise price provided in the First Program of the First Plan.

**8.6. With respect to each grant of stock options made in the past 3 fiscal years and anticipated for the current fiscal year, by the board of directors and statutory management, prepare a table with the following information: a. body; b. total number of members; c. number of compensated members; d. grant date; e. number of options granted; f. vesting period for the options; g. maximum exercise period for the options; h. period of restriction on transfer of shares received upon exercise of the options; i. fair price of the options on the grant date; j. multiplication of the number of shares granted by the fair price of the options on the grant date.**

The information below describes details of the Company's First Plan. As it was established in the fiscal year 2021, the tables below will refer to the fiscal years 2021, 2022,.

For the fiscal year of 2023, there is no estimated grants for the current stock option program.

<b>Fiscal Year 2022</b>		
<b>First Plan   First Program</b>		
	Board of Directors	Statutory Management
<b>total number of members</b>	9,25	3,33
<b>Number of paid members</b>	-	2,00
grant date		07/10/2021
Number of options granted	-	1.148.761
Deadline for the options to become exercisable	-	30/05/2025
Maximum period for exercising the options	-	30/05/2026
Restriction period for the transfer of shares received as a result of the exercise of options	-	31/12/2026
Fair price of options on the grant date	-	BRL 0,33
Multiplying the number of shares granted by the fair price of the options on the grant date		BRL 379.091

<b>Fiscal Year 2021</b>		
<b>First Plan   First Program</b>		

	Board of Directors	Statutory Management
<b>total number of members</b>	5,00	4,00
<b>Number of paid members</b>	-	1,00
grant date		07/10/2021
Number of options granted	-	452.625
Deadline for the options to become exercisable	-	30/05/2025
Maximum period for exercising the options	-	30/05/2026
Restriction period for the transfer of shares received as a result of the exercise of options	-	31/12/2026
Fair price of options on the grant date	-	BRL 2,4082
Multiplying the number of shares granted by the fair price of the options on the grant date		BRL 1.089.999

**8.7. With respect to the outstanding options of the board of directors and statutory management at the end of the last fiscal year, prepare a table with the following content: a. body; b. total number of members; c. number of members that receive compensation; d. with respect to options not yet exercisable: i. quantity; ii. date on which they will become exercisable; iii. maximum term for exercising the options; iv. transfer restriction period for the shares; v. weighted average exercise price; vi. fair price of the options on the last day of the fiscal year; e. with respect to exercisable options: i. quantity; ii. maximum term for exercising the options; iii. transfer restriction period for the shares; iv. weighted average exercise price; v. fair price of the options on the last day of the fiscal year; f. fair value of the total options on the last day of the fiscal year.**

<b>First Plan   First Program   Outstanding Options on 12/31/2022</b>		
<b>First Program</b>	<b>Board of Directors</b>	<b>Statutory Management</b>
total number of members	9,25	3,33
Number of paid members		2,00
<b>Options not yet exercisable</b>		
Amount	-	1.148.761
Date on which they will become exercisable	-	05/30/2025
Maximum period for exercising the options	-	05/30/2026

Restriction period for the transfer of shares	-	Period of restriction on the transfer of shares until December 31, 2026, during which the shares obtained through the exercise of an option can only be transferred (i) to cover obligations of the plan itself, as long as they are amortized, and cannot be object of encumbrances or any other act of disposal by the First Plan Participant, under the terms of the First Plan, or (ii) up to the amount of 25% of the shares acquired or subscribed within any period of 12 months
Weighted average exercise price	-	BRL 21,73
Fair value of options on the last day of the fiscal year	-	BRL 0,33
<b>exercisable options</b>		
Amount	-	-
Maximum period for exercising the options	-	-
Restriction period for the transfer of shares	-	-
Weighted average exercise price *	-	-
Fair price of options in the last fiscal year	-	-
Fair price of total options in the last fiscal year	-	-

**8.8. Regarding the exercised options related to equity-based compensation for the board of directors and the statutory board of directors in the last 3 fiscal years, prepare a table with the following content: a. entity; b. total number of members; c. number of members that receive compensation; d. number of shares; e. weighted average exercise price; f. weighted average market price of the shares related to the exercised options; g. multiplication of the total exercised options by the difference between the weighted average exercise price and the weighted average market price of the shares related to the exercised options.**

The information below does not apply to the 2020 fiscal year, as the Company was incorporated in 2021.

In addition, the options granted under the First Program of the First Plan will only become exercisable, subject to the applicable rules set forth in such program, as of May 30, 2025, and may be exercised within 12 months from such date.

The exercise price of each option to be granted under the First Program of the First Plan will be BRL 21.73 per share, without any adjustment, reduced by the per-share amount of any dividends paid or capital reductions carried out between the grant date and the exercise date.

**8.9. Regarding equity-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 planned for the current fiscal year, for the board of directors and the statutory board of directors, prepare a table with the following content: a. entity; b. total number of members; c. number of remunerated members; d. potential dilution in case of grant of all shares to the beneficiaries.**

There is no equity-based compensation in force at the Company, only options.

**8.10. Regarding each stock option grant made in the last 3 fiscal years and planned for the current fiscal year, by the board of directors and the statutory management, prepare a table with the following content: a. entity; b. total number of members; c. number of paid members; d. grant date; e. quantity of shares granted; f. maximum period for delivery of shares; g. transfer restriction period of the shares; h. fair price of the shares at the grant date; i. multiplication of the quantity of shares granted by the fair price of the shares at the grant date.**

There is no share-based compensation in effect at the Company, only stock options.

**8.11. Regarding the shares delivered related to the share-based compensation of the board of directors and the statutory management in the last 3 fiscal years, prepare a table with the following content: a. entity; b. total number of members; c. number of paid members; d. number of shares; e. weighted average acquisition price; f. weighted average market price of the acquired shares; g. multiplication of the total acquired shares by the difference between the weighted average acquisition price and the weighted average market price of the acquired shares.**

There is no share-based compensation in effect at the Company, only stock options.

**8.12. Brief description of the information necessary to understand the data disclosed in items 8.5 to 8.11, such as the explanation of the method for pricing the shares and options, indicating at least: a. pricing model; b. data and assumptions used in the pricing model, including the weighted average price of shares, exercise price, expected volatility, option life, expected dividends and the risk-free interest rate; c. method used and assumptions made to incorporate the expected effects of early exercise; d. method for determining expected volatility; e. whether any other option feature was incorporated in the measurement of its fair value.**

Not applicable, considering the information provided in the above items.

**8.13. Report the quantity of shares, quotas, and other securities convertible into shares or quotas issued, both in Brazil and abroad, by the issuer, its direct or indirect controllers, controlled companies or companies under common control, held by members of the board of directors, statutory directors or fiscal council, grouped by body.**

In cases where a certain member of the Company's Management is simultaneously a member of the Board of Directors and of the Company management, or other technical or advisory bodies, their participation shall be indicated in the "Board of Directors" line.

**Company - information as of December 31, 2022:**

<b>Shareholders</b>	<b>No. Shares owned</b>
Board of Director Members	136.240
Management	-
Fiscal Council	-
Controlling Shareholders	286.078.905

<b>Total</b>	<b>286.215.145</b>
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Note: Considers financial instruments as disclosed in ICVM 358 Form (Resolution 44).

The members of the Company's Administration do not hold any securities issued by the Company other than ordinary shares, except for the options detailed in items 8.4 to 8.12 above.

**Controlled, controlling, affiliated companies - information as of December 31, 2022:**

On December 31, 2022, the members of the Board of Directors, Fiscal Council, and the Company's management did not hold shares, quotas, or any securities convertible into shares or quotas issued by their direct or indirect controllers, their controlled companies, or by companies under common control.

**8.14. Regarding the current pension plans granted to the members of the Board of Directors and statutory management, provide the following information in tabular form: a. body; b. total number of members; c. number of paid members; d. plan name; e. number of administrators who meet the retirement conditions; f. conditions for early retirement; g. updated value of the accumulated contributions in the pension plan up to the end of the last fiscal year, net of the portion related to contributions made directly by the administrators; h. total accumulated value of contributions made during the last fiscal year, net of the portion related to contributions made directly by the administrators; i. if there is the possibility of early redemption and what the conditions are.**

The Company does not have any contractual arrangements, insurance policies, or other instruments that structure compensation or indemnification mechanisms for administrators in the event of dismissal or retirement.

**8.15. In the form of a table, indicate, for the last 3 fiscal years, regarding the board of directors, statutory officers, and the fiscal council: a. body; b. total number of members; c. number of members that receive compensation; d. amount of the highest individual compensation; e. amount of the lowest individual compensation; f. average amount of individual compensation (total compensation divided by the number of remunerated members).**

The information in this item is not applicable for the 2020 fiscal year, considering that the Company was established in the 2021 fiscal year.

	Fiscal Year ended on 12.31.2022 (in BRL)			
	Board of Directors	Statutory Management	Fiscal Council	Total
Total of Members	9,25	3,33	3,08	<b>15,67</b>
No. Members that received compensation	4,17	3,33	3,08	<b>10,58</b>
Amount of highest individual compensation (in BRL)	648.000,00	9.599.864,37	128.956,44	<b>10.376.820,81</b>
Amount of lowest individual compensation (in BRL)	120.000,00	222.460,02	39.045,14	<b>381.505,16</b>
Average amount of the individual compensation (in BRL) (total compensation divided by the total of members that received a compensation)	385.200,00	5.101.407,15	125.471,13	<b>5.612.078,28</b>

	Fiscal Year ended on 12.31.2022 (in BRL)			
	Board of Directors	Statutory Management	Statutory Management	Total
Total of Members	5,00	4,00	0,75	<b>9,75</b>
No. Members that received compensation	-	1,00	-	<b>1,00</b>
Amount of highest individual compensation (in BRL)	-	32.333,33	-	<b>32.333,33</b>
Amount of lowest individual compensation (in BRL)	-	32.333,33	-	<b>32.333,33</b>
Average amount of the individual compensation (in BRL) (total compensation divided by the total of members that received a compensation)	-	32.333,33	-	<b>32.333,33</b>

**8.16. Describe contractual arrangements, insurance policies, or other instruments that structure mechanisms for remuneration or compensation for directors in case of removal from office or retirement, indicating the financial consequences for the issuer.**

Currently, the Company is a party to 2 directors and officers (D&O) liability insurance policies issued by Akad Seguros, originally contracted by Omega Energia S.A. and Omega Gestora de Recursos Ltda., with coverage valid until December 21, 2023.

These policies have a maximum combined coverage limit of BRL 100,000,000.00 (one hundred million Brazilian reais) and aim to ensure that the Company's managements are reimbursed for amounts paid, among others, for court costs and indemnification resulting from damage caused to third parties or to the Company during the regular exercise of their activities. The premiums paid on the current policies total BRL 155,341.07 and are paid by the companies described above. The action and reimbursement mechanisms of the D&O policies are governed by the current SUSEP regulations and are in accordance with market practices.

**8.17. Regarding 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 result referring to members of the board of directors, statutory management or the fiscal council who are related parties to the issuers' direct or indirect controllers, as defined by accounting rules that address this matter.**

The information in this item is not applicable for the 2020 fiscal year, considering that the Company was incorporated in the 2021 fiscal year.

Body	Current Fiscal Year 2023	Fiscal Year ended on 12.31.2022	Fiscal Year ended on 12.31.2021
Board of Directors	4,10%	8,45%	100,00%
Statutory Management	94,67%	89,51%	0,00%
Fiscal Council	1,22%	2,04%	0,00%

It is worth noting that in 2021, all members of the Board of Directors, Fiscal Council, and Audit and Risk Committee waived their compensation for their roles in the Company, since the implementation of the Corporate Reorganization only took effect on December 23, 2021.

The information provided in this item was determined in accordance with the concept of related parties set forth in CVM Deliberation No. 642/10, which approved Technical Pronouncement CPC 05(R1).

**8.18. With respect to the last 3 fiscal years and the forecast for the current fiscal year, indicate the amounts recognized in the issuer's results as remuneration for members**

**of the board of directors, statutory directors, or fiscal council, grouped by entity, for any reason other than their function, such as commissions and consulting or advisory services provided.**

The Company was incorporated in the 2021 fiscal year. In the 2021 and 2022 fiscal years, no amount was acknowledged in the Company's results as compensation for members of the Board of Directors or the Company's management for any reason other than their function, and there is no forecast for the current fiscal year.

**8.19. With respect to the last 3 fiscal years and the forecast for the current fiscal year, indicate the amounts recognized in the results of controllers, direct or indirect, of entities under common control and controlled by the issuer, as remuneration for members of the board of directors, statutory management, or fiscal council of the issuer, grouped by entity, specifying the title under which such amounts were attributed to such individuals.**

The Company was incorporated in the 2021 fiscal year. In the 2021 and 2022 fiscal years, no amounts were paid as remuneration to members of the Board of Directors or the management of the Company, recognized in the results of controllers, direct or indirect, of the Company or its subsidiaries.

**8.20. Provide other information that the issuer considers relevant.**

There is no relevant information not disclosed in the other items of this section.