

**SERENA ENERGIA S.A.**

*Publicly-Held Company*

CNPJ No. 42.500.384/0001-51

NIRE 35.300.571.85-1 | CVM Code 2644-1

**MATERIAL FACT**

São Paulo, Brazil – November 4, 2025 - **SERENA ENERGIA S.A.** ("Company" – Novo Mercado: SRNA3), in compliance with the provisions of paragraph 4, of article 157, of Law No. 6,404, of December 15, 1976 ("Brazilian Corporation Law."), and to the Resolution of the Brazilian Securities and Exchange Commission ("CVM") No. 44, of August 23, 2021, comes, in continuity with the Material Facts disclosed on May 14, 2025, October 3, 2025 and October 17, 2025, to communicate to its shareholders and the market in general the result of the auction held on this date ("Auction") within the scope of the public tender offer for the conversion of registration from category "A" issuer to category "B" before the CVM ("Conversion of Registration") with the consequent exit from the Novo Mercado listing segment of B3 S.A. -Brasil, Bolsa, Balcão ("Delisting from the Novo Mercado" and "Tender Offer", respectively).

Within the scope of the Auction, Ventos Alísios Participações Societárias S.A. ("Offeror") acquired 403,796,821 (four hundred and three million, seven hundred and ninety-six thousand, eight hundred and twenty-one) common shares of the Company, corresponding to 64.8% (sixty-four point eight percent) of its capital stock, at the price of R\$ 12.63 (twelve reais and sixty-three cents) per share, considering the update of the price of the Tender Offer of R\$11.74 (eleven reais and seventy-four cents) by the DI rate from May 14, 2025 until the Settlement Date (as defined below), totaling the amount of R\$5,099,953,849.23 (five billion, ninety-nine million, nine hundred and fifty-three thousand, eight hundred and forty-nine reais and twenty-three cents).

After the financial settlement of the acquisitions made in the Auction, scheduled for November 18, 2025 ("Settlement Date"), 24,004,326 (twenty four million, four thousand and two hundred and thirty six) common shares issued by the Company ("Remaining Shares"), representing 3.9% (three point nine percent) of its capital stock, with the Offeror and its related parties 96.1% (ninety-six point one percent) of the total shares issued by the Company.

Having reached the quorums for Delisting from the Novo Mercado and for Conversion of Registration, pursuant to the applicable regulations and items 2.3 and 2.4 of the Tender Offer notice released on October 3, 2025 ("Tender Offer Notice"), the Company will cease to be part of the aforementioned special listing segment of B3 and will adopt the appropriate measures to complete the conversion of its registration from a publicly-held company in category "A" to category "B", under the terms of the applicable regulations.

In addition, considering that, after the financial settlement of the Auction, less than five percent (5%) of the total shares issued by the Company will remain in circulation, pursuant to item 8.1.1 of the Tender Offer Notice, the Company's Board of Directors approved, on this date, the call for an extraordinary general meeting to resolve on the compulsory redemption of the Remaining



Shares, pursuant to article 4, paragraph 5, of the Brazilian Corporation Law ("Squeeze-out" and "EGM"). The EGM will be held on December 4, 2025.

Shareholders who did not sell their Shares in the Auction and wish to sell their Remaining Shares to the Offeror may do so until the approval of the Squeeze-out ("Supervening Acquisition Period"), at the price of the Tender Offer duly updated pursuant to item 7 of the Tender Offer Notice.

The detailed information regarding the procedures necessary to carry out the sales of shares issued by the Company due to the Supervening Acquisition Period and the EGM was disclosed by the Company, on this date, by means of a Notice to Shareholders.

The Company will keep its shareholders and the market informed of any further developments related to the matters addressed in this Material Fact, in accordance with applicable laws and regulations.

São Paulo, November 4, 2025

**Andrea Sztajn**

Chief Financial and Investor Relations Officer