



MATERIAL FACT

RESULT OF THE TENDER OFFER

Rio de Janeiro, October 8, 2025 – PRIO S.A. (“Company” or “PRIO”) (B3: PRIO3), informs its shareholders and the market in general, in addition to the material facts published by the Company on October 1 and 6, 2025, that PRIO Luxembourg Holding S.à r.l., its wholly-owned subsidiary incorporated under the laws of the Grand Duchy of Luxembourg (“PRIO Lux”), announced today the final results of the public tender offer (“Tender Offer”) for its 6.125% Senior Secured Notes due 2026 (“2026 Notes”).

The Tender Offer, launched on October 1, 2025 and expired at 5:00 p.m. (New York City time) on October 7, 2025, resulted in the acceptance for repurchase of US\$ 431,267,000.00 (four hundred thirty-one million, two hundred sixty-seven thousand dollars) of the 2026 Notes, representing about 71.88% of the total outstanding amount. The payment for the 2026 Notes validly tendered and accepted for purchase will be made on October 14, 2025, in accordance with the terms and conditions described in the Offer to Purchase.

As previously disclosed, the repurchase of the 2026 Notes under the Tender Offer will be funded with the net proceeds from the issuance of the 6.75% Senior Notes due 2030 (“2030 Senior Notes”), which were priced on October 6, 2025, with any remaining balance to be allocated to (i) general corporate purposes, including payment of part of the purchase price related to the acquisition of the Peregrino field from Equinor Brasil Energy Ltda.; and (ii) redeeming any Tender Offer Notes that remain outstanding in the event they are not fully acquired in the Tender Offer, subject to the terms and conditions of the relevant indenture.

This material fact is for informational purposes only and does not constitute an offer to buy or sell any securities. Additional information may be obtained from the Company’s Investor Relations Department, located in the city of Rio de Janeiro, State of Rio de Janeiro, at Praia de Botafogo, 370, 13th floor, Botafogo, ZIP code 22250-040, or on the Company’s website (<http://ri.prio3.com.br>).

About PRIO

PRIO is the largest independent company in the oil and gas production in Brazil. The Company’s corporate culture seeks to increase production through the acquisition of new production assets, the re-exploration of assets, increased operational efficiency and reduction of production costs and corporate expenses. PRIO’s main objective is to create value for its shareholders with growing financial discipline and preserving its liquidity, with full respect for safety and the environment. For further information, please visit the Company’s website: www.petroriosa.com.br.

Disclaimer

This news release contains forward-looking statements. All statements other than statements of historical fact contained in this news release are forward-looking statements, including, without limitation, statements regarding our drilling and seismic plans, operating costs, acquisitions of equipment, expectations of finding oil, the quality of oil we expect to produce and our other plans and objectives. Readers can identify many of these statements by looking for words such as “expects”, “believe”, “hope” and “will” and similar words or the negative thereof. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. By their nature, forward-looking statements require us to make assumptions and, accordingly, forward-looking statements are subject to inherent risks and uncertainties. We caution readers of this news release not to place undue reliance on our forward-looking statements because a number of factors may cause actual future circumstances, results, conditions, actions or events to differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking statements and the assumptions underlying the forward-looking statements.