



## MATERIAL FACT

### OFFERING OF SENIOR NOTES | PRICING

**Rio de Janeiro, October 6, 2025** – PRIO S.A. (“Company” or “PRIO”) (B3: PRIO3), informs its shareholders and the market in general, in addition to the material fact published by the Company on October 1, 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”), on this date, priced its foreign- issued debt securities, in the form of senior notes, maturing in 2030, to be placed in the international market, in the amount of USD 700,000,000.00 (seven hundred million of the United States of America dollars), at the rate of 6.75% ( “2030 Senior Notes”). The 2030 Senior Notes will be guaranteed by the Company, PRIO Bravo Ltda., PRIO Forte S.A., PRIO Tigris S.A., and PRIO Comercializadora Ltda. (“Guarantors”). The settlement of the 2030 Senior Notes is scheduled for October 15, 2025.

The net proceeds from the issuance of the 2030 Senior Notes will be used, in part, to repurchase the 6.125% Senior Secured Notes due 2026 (“Notes subject to Tender Offer”) under the tender offer announced on October 1, 2025 by PRIO Lux (“Tender Offer”), and any remaining balance will be allocated to (i) general corporate purposes, including the 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 notice does not constitute (i) an offering to sell the 2030 Senior Notes; (ii) a solicitation of an offering to buy the 2030 Senior Notes; and/or (iii) a public offering aimed at the general public, and there shall be no sale thereof in any state or jurisdiction in which this offering is prohibited, in accordance with the securities laws of that state or jurisdiction, including Brazil.

The offering and issuance of the 2030 Senior Notes have not been and will not be registered with the Comissão de Valores Mobiliários (“CVM”), the Securities and Exchange Commission of the United States of America (“SEC” and “U.S.”, respectively), under the U.S. federal Securities Act of 1933 (“Securities Act”) or in any other jurisdiction. The 2030 Senior Notes may not be offered or sold in Brazil, except under circumstances that do not constitute a public offering or unauthorized distribution under Brazilian laws and regulations. The 2030 Senior Notes were offered exclusively to qualified institutional buyers, in accordance with Rule 144A of the Securities Act, and to non-residents of the United States in reliance on Regulation S of the Securities Act. This communication is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy the 2030 Senior Notes, nor shall it be construed as such in any jurisdiction, and the offer or sale of the 2030 Senior Notes is prohibited in any country or territory where such offer, solicitation, or sale is unlawful.

The offering of the 2030 Senior Notes is being conducted exclusively for investors in the international market and will not be registered with the Brazilian Securities and Exchange Commission – CVM, nor distributed in Brazil, as defined under applicable Brazilian laws and regulations. Any public offering or distribution of securities in Brazil, as defined under applicable Brazilian laws and regulations, requires prior registration or must be expressly exempted from registration with the CVM, pursuant to Law No.



6,385 of December 7, 1976, as amended. The 2030 Senior Notes may not be offered or sold in Brazil, except under circumstances that do not constitute an offering or distribution under Brazilian laws and regulations.

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](http://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.