



## MATERIAL FACT

### CAPITAL INCREASE THROUGH THE EXERCISE OF STOCK OPTIONS

**Rio de Janeiro, January 2, 2026** – PRIO S.A. (“PRIO” or “Company”) (B3: PRIO3), in compliance with CVM Resolution No. 44, of August 23, 2021, hereby informs its shareholders and the market in general that, at a meeting of the Board of Directors held on January 2, 2026, it was approved (a) the issuance of 3,039,475 common, registered, book-entry shares with no par value of the Company; and (b) the resulting ratification of the increase in the Company's share capital in the amount of R\$ 91,032,589.95, resulting from the exercise of stock options granted under PRIO's first Stock Option Plan, approved at the Extraordinary General Meeting held on December 22, 2017 and amended by the Extraordinary General Meeting held on April 20, 2020, and the new Stock Option Plan, approved at the Extraordinary General Meeting held on December 8, 2023 (“Capital Increase”).

The Capital Increase was carried out within the authorized capital limit set out in Article 8 of PRIO's Bylaws, increasing the Company's share capital from R\$ 15,733,747,427.39 divided into 869,455,788 common shares, registered, book-entry and without par value of the Company to R\$ 15,824,780,017.34 divided into 872,495,263 registered, book-entry common shares of the Company with no par value.

Finally, the Company clarifies that further details and additional information regarding the Capital Increase can be found in the Notice to Shareholders published by the Company on this date, as well as in the minutes of the meeting of the Board of Directors that approved the Capital Increase, both of which are available for consultation on the Company's websites ([ri.prio3.com.br](http://ri.prio3.com.br)) and those of the Securities and Exchange Commission ([www.gov.br/cvm](http://www.gov.br/cvm)).

#### **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.prio3.com.br](http://www.prio3.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.