

Individual and Consolidated Interim Financial Information

Descarbonize Soluções S.A.

March 31, 2025

With Independent auditor's review report on quarterly information

Descarbonize Soluções S.A.

Individual and consolidated interim financial information

March 31, 2025

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A free translation from Portuguese into English of Independent Auditor's Review Report on Interim Financial Information prepared in Brazilian currency in accordance with accounting practices adopted in Brazil and International Financial Reporting Standards (IFRS), issued by International Accounting Standards Board - IASB

Independent auditor's review report

To the Shareholders, Board of Directors and Management of
Descarbonize Soluções S.A.
Curitiba - PR

Introduction

We have reviewed the statement financial position of Descarbonize Soluções S.A. (the "Company") as at March 31, 2025, and the statements of profit or loss, of comprehensive income, of changes in equity and of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

The executive board is responsible for the preparation and fair presentation of this interim financial information in accordance with the accounting practices adopted in Brazil and the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), currently referred to by the IFRS Foundation as "IFRS accounting standards." Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of review

Except for the matters described in the following paragraph, we conducted our review in accordance with Brazilian and international review standards. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with auditing standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Basis for qualified conclusion

As disclosed in Note 13 to the interim financial information, as of March 31, 2025, the Company reports intangible assets with a finite useful lives, related to the brand and customer portfolio, totaling R\$944.266 thousand, net of accumulated amortization. In accordance with CPC 01 (R1) - *Impairment of Assets*, intangible assets with a finite useful lives must be tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. As at December 31, 2024, management tested intangible assets for impairment based on projections of future results and concluded that the recoverable amount of these intangible assets exceeded their carrying amount. Considering the analyses presented for our review, we were unable to obtain sufficient evidence to conclude on the appropriateness of the assumptions and methodology used by the executive board in their analysis. Consequently, we were unable to conclude on whether adjustments to the recoverable amounts of these intangible assets were necessary as at March 31, 2025.



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Qualified conclusion

Based on our review, except for any adjustments to the interim financial information of which we might have become aware had it not been for the situation described above, nothing has come to our attention that causes us to believe that the interim financial information does not present fairly, in all material respects, the financial position of the Company as at March 31, 2025, the performance of its operations, and its cash flows for the period then ended, in accordance with the accounting practices adopted in Brazil and the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), currently referred to by the IFRS Foundation as “IFRS accounting standards.”

Other matters

The individual and consolidated interim financial statements for the three-month period ended March 31, 2024, as well as the Company’s financial statements for the year ended December 31, 2024, were reviewed and audited, respectively, by another independent auditor who issued a review report on May 14, 2024, and an audit report on March 31, 2025, with an unqualified conclusion and a qualified opinion regarding the same matter described above in “Basis for qualified conclusion.”

Curitiba, May 15, 2025.

ERNST & YOUNG
Auditores Independentes S/S Ltda.
CRC SP-015199/O

A handwritten signature in blue ink, appearing to read 'Ana Andrea Iten de Alcantara'.

Ana Andrea Iten de Alcantara
Accountant CRC SC-025678/O

A free translation from Portuguese into English of Interim Financial Information prepared in Brazilian currency in accordance with accounting practices adopted in Brazil and International Financial Reporting Standards (IFRS), issued by International Accounting Standards Board - IASB

Descarbonize Soluções S.A.

Statement of financial position

March 31, 2025 and December 31, 2024

(In thousands of reais - R\$, unless otherwise stated)

	Note	03/31/2025	12/31/2024		Note	03/31/2025	12/31/2024
Assets				Liabilities			
Current assets				Current liabilities			
Cash and cash equivalents	5	18,965	23,130	Trade accounts payable	14	116,826	43,864
Marketable securities	6	69,811	47,711	Labor obligations	17	7,866	12,123
Trade accounts receivable	8	14,682	14,897	Tax obligations	18	5,827	5,935
Inventories	9	157,749	126,017	Advances	19	25,837	43,700
Advances	11	9,436	6,462	Lease liabilities		1,491	1,432
Taxes recoverable	10	15,446	14,084	Dividends payable	28.a	15,270	15,270
Prepaid expenses		5,156	3,607	Other liabilities		2,171	2,794
Other assets		746	1,374	Derivative financial instruments		406	-
Derivative financial instruments		-	1,716				
Total current assets		291,991	238,998	Total current liabilities		175,694	125,118
Noncurrent assets				Noncurrent liabilities			
Taxes recoverable	10	57,380	56,375	Tax obligations	18	16,272	16,674
Deferred taxes	21.b	560,737	588,979	Debentures payable	15	952,666	920,464
Judicial deposits		1,073	1,073	Lease liabilities		9,186	1,099
Property, plant and equipment	12	27,028	27,490	Promissory notes	16	-	616,773
Intangible assets	13	960,382	998,857	Provision for contingencies	22	499	569
Right of use		10,355	2,112				
Total noncurrent assets		1,616,955	1,674,886	Total noncurrent liabilities		978,623	1,555,579
				Total liabilities		1,154,317	1,680,697
				Equity			
				Capital	23	1,566,857	932,140
				Capital reserve	23	4,545	4,545
				Special goodwill reserve	23	14,766	14,766
				Accumulated losses	23	(831,539)	(718,264)
				Total equity		754,629	233,187
Total assets		1,908,946	1,913,884	Total liabilities and equity		1,908,946	1,913,884

See accompanying notes.

Descarbonize Soluções S.A.

Statement of profit or loss

Period ended March 31, 2025 and 2024

(In thousands of reais - R\$, unless otherwise stated)

		Individual		Consolidated
	Note	03/31/2025	03/31/2024	03/31/2024 ¹
Net revenue	24	106,241	256,100	284,161
Cost of sales	25	(78,154)	(223,353)	(223,353)
Gross profit		28,087	32,747	60,808
General and administrative expenses	25	(56,270)	(64,660)	(73,355)
Selling expenses	25	(13,925)	(14,387)	(14,387)
Other operating income (expenses)	26	251	(7,016)	(7,016)
Equity pickup	7	-	3,484	-
Loss before finance income (costs)		(41,857)	(49,832)	(33,950)
Finance income	27	4,757	5,919	7,797
Finance costs	27	(47,933)	(72,524)	(90,284)
Finance income (costs)		(43,176)	(66,605)	(82,487)
Loss before income and social contribution taxes		(85,033)	(116,437)	(116,437)
Current income and social contribution taxes	21.a	-	-	-
Deferred income and social contribution taxes	21.a	(28,242)	40,436	40,436
Net loss for the period		(113,275)	(76,001)	(76,001)

See accompanying notes.

¹Profit or loss includes the subsidiaries for the period from January 1, 2024, to March 31, 2024. The Company ceased to exercise control over its investees following the capital reduction process - drop down - that occurred on October 11, 2024, as mentioned in Note 1.3.

Descarbonize Soluções S.A.

Statement of comprehensive income
Period ended March 31, 2025 and 2024
(In thousands of reais - R\$, unless otherwise stated)

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Net loss for the period	(113,275)	(76,001)	(76,001)
Other comprehensive income	-	-	-
Total comprehensive income for the period	(113,275)	(76,001)	(76,001)

See accompanying notes.

Descarbonize Soluções S.A.

Statement of changes in equity
Period ended March 31, 2025 and 2024
(In thousands of reais - R\$, unless otherwise stated)

Note	Capital	Capital reserve	Special goodwill reserve	Income reserves			Retained earnings (accumulated losses)	Total
				Legal reserve	Tax incentives	Retained profits		
At December 31, 2023	199,000	3,755	14,766	39,800	38,806	-	-	296,127
Net loss for the period	-	-	-	-	-	-	(76,001)	(76,001)
At March 31, 2024	199,000	3,755	14,766	39,800	38,806	-	(76,001)	220,126
At December 31, 2024	932,140	4,545	14,766	-	-	-	(718,264)	233,187
Net loss for the period	-	-	-	-	-	-	(113,275)	(113,275)
Capital increase	634,717	-	-	-	-	-	-	634,717
At March 31, 2025	1,566,857	4,545	14,766	-	-	-	(831,539)	754,629

See accompanying notes.

Descarbonize Soluções S.A.

Statement of cash flows

Period ended March 31, 2025 and 2024

(In thousands of reais - R\$, unless otherwise stated)

	Note	Individual		Consolidated
		03/31/2025	03/31/2024	03/31/2024
Cash flows from operating activities				
Loss before income and social contribution taxes		(85,033)	(116,437)	(116,437)
Adjustments:				
Depreciation and amortization	25	42,502	43,645	43,645
Gains (losses) on lease contract derecognition		(113)	-	-
Interest on leases		27	247	247
Interest on debentures	15	31,882	47,636	47,636
Transaction costs related to debentures	15	320	589	589
Monetary restatement - accounts payable from business combination	20	-	23,225	23,225
Short-term investment yields	27	(2,147)	(5,544)	(7,422)
Interest on promissory notes	16	11,432	-	-
Derivative financial instruments, net		739	-	-
Loss on disposal/derecognition of property, plant and equipment	12	-	(7)	(7)
Equity pickup	7,1	-	(3,484)	-
Provision for contingencies		(37)	-	-
Senior and Mezzanine Share Income	27	-	-	17,755
Reversal of the provision for inventory losses and obsolescence	9	(616)	(42,654)	(42,654)
Set-up (reversal) of allowance for expected credit losses	8 and 7.2	(47)	(2,748)	3,723
		(1,091)	(55,532)	(29,700)
Changes in assets and liabilities				
Accounts receivable		262	6,479	6,479
Other accounts receivable		-	-	(103,418)
Derivative financial instruments		1,383	-	-
Inventories		(31,113)	128,216	128,216
Advances - assets		(2,976)	(1,241)	(1,241)
Taxes recoverable		(2,368)	9,951	9,951
Prepaid expenses		(1,549)	(3,244)	(3,244)
Judicial deposits		-	(67)	(67)
Other assets		632	-	496
Trade accounts payable		72,962	74,890	74,306
Tax obligations		(511)	1,392	1,392
Provision for contingencies		(33)	-	-
Labor obligations		(4,257)	(8,238)	(8,238)
Advances - liabilities		(17,863)	(25,635)	(25,635)
Other liabilities		(625)	(473)	(473)
Cash flows from operating activities		12,853	126,498	48,824
Income and social contribution taxes paid		-	-	-
Net cash flows from operating activities		12,853	126,498	48,824
Cash flows from investing activities				
Financial investments - marketable securities		(19,953)	(153,011)	(224,669)
Acquisition of property, plant and equipment	12	(336)	(237)	(237)
Acquisition of intangible assets	13	(2,867)	(4,525)	(4,525)
Net cash flows used in investing activities		(23,156)	(157,773)	(229,431)
Financing activities				
Capital increase		634,717	-	-
Payment of shares - FIDCs Sol Agora and IS Sol Agora.		-	-	170,578
Amortization of shares - FIDC Sol Agora.		-	-	(20,330)
Lease payment – principal		(345)	(796)	(796)
Lease payment – interest		(29)	(247)	(247)
Payment of promissory notes – principal		(600,000)	-	-
Payment of promissory notes – interest		(28,205)	-	-
Net cash flows from (used in) financing activities		6,138	(1,043)	149,205
Decrease in cash and cash equivalents		(4,165)	(32,318)	(31,402)
Changes in cash and cash equivalents				
At beginning of period		23,130	39,591	41,530
At end of period		18,965	7,273	10,128

See accompanying notes.

Descarbonize Soluções S.A.

Notes to the interim financial information

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

1. Operations

1.1. Operations

Descarbonize Soluções S.A. (“Company” or “Descarbonize”) was organized as a limited liability company on January 11, 1989. It became a publicly held company on October 14, 2021. On April 28, 2023, the Company changed its corporate name from Aldo Componentes Eletrônicos S.A. to Descarbonize Soluções S.A.

Descarbonize is headquartered in the city of Maringá, state of Paraná, and its primary activity is the manufacturing and sale of solar generators for direct and alternating current, along with related parts and accessories.

In August 2021, Company shareholders sold 100% of its interest to Credgrid Serviços Financeiros S.A. (“Credgrid”), a company whose corporate purpose is to provide bank agency services for financing solar panels and equipment, credit analysis and collection activities, and to hold interest in other entities and funds as a partner, shareholder, or member. CredGrid was 100% held (indirectly, through investment vehicles) by Brookfield Business Partners LP (Brookfield), a company listed on the New York and Toronto stock exchanges, headquartered in Canada, with part of its operations in Brazil, focusing on Private Equity services.

On April 28, 2023, a Special General Meeting (EGM) approved and completed the corporate restructuring process, whereby the Company merged with its direct parent, CredGrid, resulting in a downstream merger. Following this merger, the activities of CredGrid described above are now fully carried out by Descarbonize Soluções S.A.

In accordance with article 223, paragraph 3 of Law No. 6404/76, the Company had a period of 120 days from the date of the General Meeting that approved the merger to obtain the issuer registration in Category B with the Brazilian Securities and Exchange Commission (CVM). On August 16, 2023, the Company fulfilled this requirement by obtaining the aforementioned registration.

On September 30, 2024, at a Special General Meeting, the Company resolved to renegotiate specific terms of the 1st and 2nd Issue of Unsecured Debentures (see Note 15) by signing an Amendment to the Deeds of Issue. As part of the debt renegotiation process, the Company:

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

1. Operations (Continued)

1.1. Operations (Continued)

- On September 30, 2024, merged with its related party 1461 Investimentos S.A. (See Note 1.2).
- Requested the cancellation of its issuer registration in Category “B” with the CVM. The request was granted on October 7, 2024, through Memorandum Circular No. 261/2024/CVM/SEP/GEA-1.
- On October 11, 2024, it transferred all of its assets and liabilities related to the operations of Sol Agora branch (“Sol Agora Assets”) for the purpose of increasing the capital of Sol Agora Serviços Financeiros S.A. (See Note 1.3).
- On October 14, 2024, it approved the transfer of 100% of its shares in Sol Agora Serviços Financeiros S.A. to its controlling shareholder (see Note 1.4).

The Company’s Board of Directors approved the issue of the individual and consolidated financial information on May 15, 2025.

1.2. Merger with 1461 Investimentos S.A.

On September 30, 2024, following approval at a General Meeting, the merger process was completed, whereby Descarbonize Soluções S.A. (“Merging Entity”) merged with its related party 1461 Investimentos S.A. (“Merged Entity”). The merger is aligned with the strategy of optimizing and simplifying the corporate structure of which both the Merging and Merged Entities are part. Both companies have 100% (one hundred percent) of their shares held by the same shareholder, Sunrise Fundo de Investimento em Participações Multiestratégia. Additionally, the merger aims to fulfill contractual obligations undertaken in the context of the amendment to the debenture deeds of the Merging Entity. The details of the amendment are described in Note 15.

Through the merger, all assets and liabilities of 1461 Investimentos S.A. forming its net equity were fully transferred to Descarbonize Soluções S.A. As a consequence of the transfer of the entire net equity of 1461 Investimentos to Descarbonize, the Merged Entity was dissolved at the time of the merger. The merger resulted in an increase in the capital of the Merging Entity by R\$942,825 (nine hundred and forty-two million, eight hundred and twenty-five thousand and eleven reais), through the issue of 816,651,860 (eight hundred and sixteen million, six hundred and fifty-one thousand, eight hundred and sixty) new common registered shares, without par value.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

1. Operations (Continued)

1.2. Merger with 1461 Investimentos S.A. (Continued)

Below, we present the statement of equity of 1461 Investimentos S.A. for accounting purposes, which aimed to support the merger by the Company, in order to comply with the provisions of articles 226 and 227 of Law No. 6404/76. As defined in the rationale for the merger, changes in equity of the Merged Entity that took place between the date of preparation of the equity appraisal report and the effective date of the merger were fully absorbed by the Merging Entity and recorded directly in its financial statements.

Statement of financial position (in R\$ thousand)	09/30/2024
Cash and cash equivalents	23,834
Trade accounts receivable	935,978
Other assets	57
Total assets	959,869
Tax obligations	(3,827)
Income and social contribution taxes payable	(13,217)
Total liabilities	(17,044)
Capital	(942,825)
Total equity	(942,825)
Total liabilities and equity	(959,869)

1.3. Drop down - Sol Agora Serviços Financeiros S.A.

On October 11, 2024, following approval by the Board of Directors, Descarbonize Soluções S.A. increased capital of Sol Agora Serviços Financeiros S.A. by R\$209,676 (two hundred and nine million, six hundred and seventy-five thousand, seven hundred and eleven reais), through the contribution of certain assets, liabilities, properties, and rights of subsidiary Sol Agora ("Sol Agora Assets"). Through the capital increase, a total of 419,087,833 new common registered shares, without par value, were issued for Descarbonize.

Below, we present the statement of net assets of Sol Agora for accounting purposes, which aimed to support the capital increase on October 11, 2024:

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

1. Operations (Continued)

1.3. Drop down - Sol Agora Serviços Financeiros S.A. (Continued)

Statement of financial position (in R\$ thousand)	10/11/2024
Cash and cash equivalents	12,053
Trade accounts receivable	8,576
Other assets	1,281
Investments	180,470
Property, plant and equipment	99
Intangible assets	17,343
Total assets	219,822
Trade accounts payable	(1,311)
Tax obligations	(1,696)
Labor obligations	(6,669)
Other liabilities	(470)
Total liabilities	(10,146)
Total net assets (assets net of liabilities)	209,676

1.4. Capital reduction - Sol Agora Serviços Financeiros S.A.

On October 14, 2024, following approval at a General Meeting, a reduction in the Company's capital by R\$209,685 (two hundred and nine million, six hundred and eighty-five thousand, thirty-six reais) was resolved, without the cancellation of shares. Payment to the shareholder, Sunrise Fundo de Investimento em Participações Multiestratégia, was made through the return of 100% of the shares of Sol Agora Serviços Financeiros S.A. previously held by Descarbonize.

In accordance with article 174 of the Brazilian Corporation Law and considering the absence of any objections from creditors during the 60-day period following the publication of the minutes approving the capital reduction, this operation became effective.

2. Material accounting policies

2.1. Basis of preparation

The interim financial information has been prepared and is presented in accordance with International Financial Reporting Standards (IFRS), in accordance with Accounting Pronouncement CPC 21 (R1) - *Interim Financial Reporting* and with IAS 34 - *Interim Financial Reporting* issued by the International Accounting Standards Board (IASB).

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.1. Basis of preparation (Continued)

Management declares that all information relevant to the interim financial information, and only that information, is being disclosed and corresponds to what is used by management in performing its activities.

The individual and consolidated interim financial information has been prepared on a historical cost basis, except for certain financial instruments measured at their fair values at the end of each reporting period. The historical cost is usually based on the fair value of considerations paid in exchange for assets and services.

Fair value is the price that would be received for the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. When estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability in cases where market participants would consider those characteristics in pricing the asset or liability at the measurement date.

Fair value for the purposes of measurement and/or disclosure in this individual and consolidated interim financial information is determined on this basis, except for lease transactions that fall within the scope of IFRS 16 / (CPC 06 (R2)) - *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realizable value mentioned in IAS 2 / (CPC 16 (R1)) - *Inventories* or value in use in IAS 36 / (CPC 01 (R1)) - *Impairment of Assets*.

The preparation of the individual and consolidated interim financial information requires the use of certain critical accounting estimates and also the exercise of judgment by Company management in the process of applying the Company's accounting policies. Those areas that require a higher level of judgment and have greater complexity, as well as the areas where assumptions and estimates are significant to the individual and consolidated interim financial information, are disclosed in Note 3.

The functional currency presented in these individual and consolidated interim financial statements is the Brazilian real (R\$), the current currency of Brazil. This individual and consolidated interim financial information is presented in Brazilian reais (R\$) and has been rounded to the nearest R\$.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.2. Basis of consolidation

The consolidated interim financial information includes the financial information of the Company and its subsidiaries. Control is obtained when the Company:

- Has power over the investee;
- Is exposed to, or has rights to, variable returns from its involvement with the investee; and
- Has the ability to use that power to affect its returns.

The Company reassesses whether it retains control over an investee if facts and circumstances indicate that there have been changes in one or more of the three control elements mentioned earlier.

The consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases to exist when the Company loses control over the subsidiary. Specifically, the revenues and expenses of a subsidiary acquired or disposed of during the period are included in profit or loss from the date the Company gains control until the date the Company ceases to control the subsidiary.

When necessary, the financial information of subsidiaries is adjusted to align their accounting policies with the accounting policies of the Group.

All transactions, balances, revenues, expenses, and cash flows between Group companies are eliminated in the consolidated interim financial information.

Until October 11, 2024, the Company consolidated the financial statements of FIDC Sol Agora and FIDC IS Sol Agora, as these represented special purpose entities in which the Company had certain risks and benefits through its ownership of all junior subordinated shares. However, following the transfer of all shares held by the Company to its subsidiary Sol Agora Serviços Financeiros S.A. as part of a capital increase, as described in Note 1.3, and the transfer of shares of Sol Agora Serviços Financeiros S.A. to the controlling shareholder, as described in Note 1.4, the Company is no longer exposed to such risks and benefits and therefore no longer consolidates the FIDCs Sol Agora and IS Sol Agora in its financial statements.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.3. Going-concern considerations

At the date of approval of the individual and consolidated interim financial information, management reasonably expects that the Company has adequate resources to continue as a going concern in the near future. Therefore, it continues to adopt the going concern basis in preparing its individual and consolidated interim financial information. Management believes that, despite reporting losses in recent years, there is a consistent recovery in profitability, along with the maintenance of positive liquidity indicators, including positive working capital at March 31, 2025, which support management's assessment of the Company's reasonable expectation of having sufficient resources to continue operating in the future.

2.4. Cash and cash equivalents

Cash and cash equivalents include cash balances and short-term investments originally maturing within three months from the date of acquisition, subject to an insignificant risk of change in value.

2.5. Financial assets

All regular purchases or sales of financial assets are recognized and derecognized on the trade date. Regular purchases or sales refer to transactions that require the delivery of assets within the timeframe established by a regulation or market practice.

All recognized financial assets are subsequently measured in their entirety at amortized cost or fair value, depending on the classification of the financial assets.

Classification

The Company classifies its financial assets as either amortized cost or fair value through profit or loss. The classification of financial assets depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows, as described below.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.5. Financial assets (Continued)

Recognition and derecognition

Regular purchases and sales of financial assets are recognized on the trade date, which is the date on which the Company commits to buy or sell the asset. Financial assets are derecognized when the rights to receive cash flows have expired or have been transferred, and the Company has transferred substantially all the risks and benefits of ownership of the financial asset.

Measurement

At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not measured at fair value through profit or loss, the transaction costs directly attributable to the acquisition of the financial asset. Transaction costs of financial assets at fair value through profit or loss are recorded as expenses in profit or loss.

Subsequent measurement depends on the Company's business model for managing the asset, as well as the characteristics of the asset's cash flows. The Company classifies its debt securities according to the following measurement categories:

- (i) *Amortized Cost* - assets that are held to collect contractual cash flows when such cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is recognized in finance income using the effective interest method. Any gains or losses arising from the derecognition of the asset are recognized directly in profit or loss presented in finance income (costs) along with foreign exchange differences.
- (ii) *Fair value through profit or loss* - Assets that do not meet the criteria for classification as amortized cost or fair value through other comprehensive income are measured at fair value through profit or loss. Any gains or losses on an investment in a debt security that is subsequently measured at fair value through profit or loss are recognized in profit or loss and presented net in finance income (costs) in the period in which they occur.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.5. Financial assets (Continued)

Impairment of financial assets

The Company assesses, on a prospective basis, the expected credit losses associated with debt securities recorded at amortized cost. The impairment methodology applied depends on whether or not there has been a significant increase in credit risk.

For trade accounts receivable, the Company applies the simplified approach as permitted by IFRS 9 / CPC 48 - *Financial Instruments*, and therefore recognizes expected losses over the useful lives of the receivables from initial recognition.

Derivative financial instruments

The Company uses derivative financial instruments to hedge its exposure to foreign currency risk.

Derivatives are initially recognized at fair value on the date the derivative contracts are entered into and are subsequently remeasured at their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the recognition date in profit or loss depends on the nature of the hedging relationship. Derivatives with a positive fair value are recognized as financial assets, while derivatives with a negative fair value are recognized as financial liabilities.

2.6. Financial liabilities

The Company's financial liabilities are classified as either amortized cost or fair value through profit or loss.

Financial liabilities are classified at fair value through profit or loss when the financial liability is (i) a contingent consideration of a buyer in a business combination, (ii) held for trading, or (iii) designated at fair value through profit or loss.

Financial liabilities at fair value through profit or loss are presented at fair value, with any gains or losses resulting from changes in fair value recognized in profit or loss. Fair value is determined as described in Note 29.

Other financial liabilities are measured at amortized cost using the effective interest method.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.6. Financial liabilities (Continued)

The effective interest method is a method for calculating the amortized cost of a financial liability and for allocating interest expenses over the corresponding period. The effective interest rate is the rate that exactly discounts the estimated future cash payments over the expected life of the financial liability.

2.7. Foreign currency

Transactions in foreign currency, i.e., all those not carried out in the functional currency, are translated at the exchange rate at the date of each transaction. At the end of each reporting period, monetary assets and liabilities denominated in foreign currency are retranslated at the prevailing rates at the end of each period. Foreign exchange gains and losses on monetary assets and liabilities are also recognized in the statement of profit or loss. Non-monetary items measured at historical cost in a foreign currency are not retranslated.

2.8. Trade accounts receivable

Trade accounts receivable correspond to amounts arising from the resale of goods or the provision of services in the normal course of the Company's activities and business purpose. If the collection period is one year or less (or another period that meets the Company's normal cycle), accounts receivable are classified as current assets. Otherwise, they are stated as noncurrent assets.

2.9. Inventories

Inventories are carried at the lower of cost and net realizable value.

Inventories are valued under the weighted average method.

Net realizable value corresponds to the estimated selling price of the inventories, less estimated costs to complete and costs necessary for marketing, selling, and distributing the inventories.

2.10. Property, plant and equipment

Property, plant, and equipment items are measured at historical acquisition or construction cost, less accumulated depreciation and impairment losses, if applicable.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.10. Property, plant and equipment (Continued)

The cost includes expenditures directly attributable to the acquisition of an asset item. The cost of assets built by the Company includes the cost of materials and direct labor, as well as any other costs necessary to place the asset at the location and in the condition required for it to operate as intended by management.

Gains and losses on disposal of a property, plant and equipment item are determined by comparing the proceeds from disposal with the carrying amount of the asset, and are recognized net within other income in profit or loss.

Depreciation is recognized in a manner that the carrying amount of the cost or valuation of the assets (except for land and construction in progress) is deducted from their residual values based on their useful lives, using the straight-line method, as follows:

	<u>% Year</u>
Buildings, facilities, and improvements	4%
Machinery and industrial equipment	10%
Vehicles, computer, and communication equipment	20%
Furniture, fixtures and tools	10%

The estimated useful life, residual values, and depreciation method are reviewed at the end of the reporting period, and the effect of any changes in estimates is accounted for prospectively. For the period ended March 31, 2025, compared to the same period in 2024, there were no significant changes in the useful lives of property, plant and equipment.

2.11. Impairment of nonfinancial assets

Nonfinancial assets that are subject to depreciation or amortization are reviewed at each reporting period for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. This is the higher of fair value of an asset, less cost to sell, and its value in use. For impairment testing purposes, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash-Generating Units - CGUs). Non-financial assets that have been adjusted for impairment are subsequently reviewed for possible reversal of impairment at each reporting period.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.11. Impairment of nonfinancial assets (Continued)

If the recoverable amount of an asset (or cash-generating unit) calculated is less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. The impairment loss is recognized immediately in profit or loss.

When an impairment loss is subsequently reversed, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, provided it does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. The impairment loss reversal is recognized immediately in profit or loss, to the extent that it eliminates the impairment loss that was recognized for the asset in prior periods.

2.12. Leases

The Company assesses whether a contract is or contains a lease at contract inception and conducts this assessment in accordance with IFRS 16 / CPC 06 (R2).

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset includes the initial measurement of the corresponding lease liability and any lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. The Company separates the cash paid into principal and interest (both presented in financing activities) in the statement of cash flows.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rates depend on the term, currency, and commencement date of the lease and are determined based on a range of data that includes: the risk-free rate based on government bond rates; adjustments for country-specific risk; adjustments for credit risk based on bond yields; and entity-specific adjustments when the risk profile of the entity participating in the lease differs from the Company's risk profile.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and reducing the carrying amount to reflect lease payments made.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.12. Leases (Continued)

In accordance with IFRS 16 / CPC 06 (R2), right-of-use assets are tested for impairment in accordance with CPC 01.

For short-term leases (lease term of 12 months or less) and leases of low-value assets, the Company has opted to recognize lease expenses on a straight-line basis, as provided in IFRS 16 / CPC 06 (R2).

2.13. Intangible assets

Intangible assets acquired separately are measured at cost upon their initial recognition. After initial recognition, intangible assets are measured at cost less accumulated amortization and impairment losses.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

Amortization of intangible assets with finite useful lives is recognized using the straight-line method, based on the useful lives of the assets, and is tested for impairment whenever there is an indication of a loss in the economic value of the asset. Software intangible assets have a useful life of 5 years, resulting in a straight-line amortization of 20% per year. The useful life of goodwill generated in a business combination is: 11.8 years for goodwill related to brands and licenses and 8.6 years for goodwill related to customer portfolios.

When intangible assets arise from a business combination, the assigned useful life is determined in the purchase price allocation assessment conducted with the assistance of a specialized consulting firm.

2.14. Trade accounts payable

Trade accounts payable are liabilities for goods acquired or services received in the normal course of business, and are classified as current liabilities if payment is due within one year. Accounts payable are otherwise stated as noncurrent liabilities. They are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.15. Debentures and promissory notes

Debentures and promissory notes are initially recognized at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost. Any difference between the amounts raised (net of transaction costs) and the total amount payable is recognized in profit or loss over the period the liabilities remain outstanding, using the effective interest method.

Debentures and promissory notes are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position.

2.16. Provision for contingencies

Provisions for contingencies (labor, civil, and tax) are recognized when: (i) the Group has a present or constructive obligation as a result of past events; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the amount can be reliably estimated. Provisions are not set up for future operating losses.

When there is a series of similar obligations, the probability of settling them is determined by considering the class of obligations as a whole. A provision is recorded even if the probability of settlement relating to any individual item included in the same class of obligations is small.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties related to the obligation.

Provisions are measured at the present value of expenses that are expected to be required to settle the obligation, using a pre-tax rate, which reflects the current market evaluation of the time value of money and the specific risks of the obligation. Increases in the obligation due to the passage of time are recognized as finance costs.

2.17. Income tax, social contribution and other taxes

Total income and social contribution tax expenses recognized in profit or loss for the period represents total current and deferred taxes.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.17. Income tax, social contribution and other taxes (Continued)

Current income and social contribution taxes for the Company are calculated based on rates of 15%, plus an 10% surtax on taxable profit exceeding R\$240,000 per year for income tax, and 9% on taxable profit for social contribution tax, after income and social contribution tax losses are offset.

Current taxes

Current tax is determined based on *lucro real*, a regime whereby taxable profit is computed as per accounting records. Taxable profit under this regime is different from profit stated in profit or loss, as it excludes taxable or deductible revenues or expenses in other periods, and permanently excludes non-taxable or non-deductible items. The Company's current tax liabilities are calculated based on tax rates enacted or substantially enacted at the end of the reporting period.

Deferred taxes

Deferred tax is the tax payable or recoverable on the differences between the carrying amount of assets and liabilities in the individual and consolidated interim financial information and the corresponding tax bases used in determining *lucro real* (taxable profit computed as per accounting records), and is accounted for using the liability method. Deferred tax liabilities are generally recognized on all taxable temporary differences, and deferred tax assets are recognized when it is probable that the Company will have sufficient taxable profit to utilize such deductible temporary differences and/or tax losses carryforward.

Deferred taxes are calculated based on the tax rates applicable in the period in which the liability is expected to be settled or the asset realized, based on tax laws and rates enacted or substantially enacted at the end of each reporting period.

Measurement of deferred tax assets and liabilities reflects the tax consequences that would result from the manner in which the Company expects, at the end of each reporting period, to recover or settle the carrying amount of those assets and liabilities.

2.18. Dividends and interest on equity

Profit distribution is approved in a shareholders' meeting. According to the bylaws and articles 190 and 202 of Law No. 6404/76, the allocation of net income for the period is established successively and in the following order:

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.18. Dividend and interest on equity (Continued)

- 5% to legal reserve, limited to 20% of capital;
- 25%, at a minimum, for mandatory dividends.

The Company may also distribute profits in the form of interest on equity to its shareholders in accordance with Law No. 9249/95.

2.19. Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for sale of products and services in the ordinary course of the entity's business. Revenue is stated net of taxes, returns, rebates and discounts.

In accordance with IFRS 15 / CPC 47 - *Revenue from contracts with customers*, the Company recognizes revenue when the revenue amount can be reliably measured, control of the goods and services is transferred to the customer, it is probable that future economic benefits will flow to the entity, and when specific criteria have been met for each of the Company's activities, as described below. The Company's estimates are based on historical results and take into account the type of customer, of transaction and the specifications of each sale.

- **Sale of products:** revenue from the sale of products is recognized when (i) the risks and benefits inherent in the ownership of the goods are transferred to the buyer, (ii) it is probable that economic-financial benefits will flow to the Company, (iii) the associated costs and the possibility of returns can be reliably estimated, (iv) there is no ongoing involvement with the sold goods, and (v) the revenue amount can be reliably measured.
- **Provision of services:** revenue from service provision refers to bank agency activities, where the Company earns commission revenue for services rendered in the intermediation of financing transactions for the acquisition of solar panels and equipment through agreements with partner financial institutions.
- **Finance income:** finance income includes interest income from financial investments, commercial interest related to accounts receivable, and discounts obtained. Interest income is recognized on an accrual basis in profit or loss using the effective interest method.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.20. Statement of cash flows

The cash flow statement is prepared in accordance with IAS 7 / CPC 3 (R2) - *Statement of cash flows*, using the indirect method. The Company classifies as cash and cash equivalents those balances that meet the requirements mentioned in Note 2.4.

Cash flows are presented in the statement of cash flows between operating activities, investing activities, and financing activities, based on management's assessment of the nature of the cash flows in relation to the Company's business.

Investing and financing activities that do not involve the use of cash or cash equivalents are excluded from the statement of cash flows and are presented separately.

The Company considers that interest paid on debentures and leases arises from its financing activities; therefore, it classifies interest within financing activities in its statement of cash flows using the indirect method.

A reconciliation of depreciation and amortization values included in the statement of cash flows is presented below:

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Depreciation of property, plant and equipment	(798)	(808)	(808)
Amortization of intangible assets	(41,342)	(42,153)	(42,153)
Amortization of the right of use	(362)	(684)	(684)
Total	(42,502)	(43,645)	(43,645)

2.21. Tax incentives

Government grants are recognized when there is reasonable assurance that the conditions established by the granting governments have been fulfilled and are measured and governed in accordance with the contracts, agreements, and applicable legislation for each benefit.

The effects on profit or loss are recorded in the accounting records on an accrual basis. The Company highlights the government grant recognized in its profit or loss on an accrual basis as a Tax Incentive Reserve in its Equity.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

2. Material accounting policies (Continued)

2.22. Investment program

The Company initiated its Investment Program ("Program") on March 30, 2023, which consists of the paid offering of options to purchase or subscribe to the Company's preferred shares for executives of the Company and/or its subsidiaries and individuals providing services to the Company ("Eligible Investors"), selected by the Company's Board of Directors. The Program was approved at an Special General Meeting, which delegated to the Company's Board of Directors, through investment plans, the definition of Eligible Investors, the number of options to be offered to each investor, as well as their acquisition price and period ("Plan"), always based on the criteria defined in the Program. The amount paid by Eligible Investors who chose to participate in the Plan was recorded in the Company's equity as a capital reserve. The plan provides for that preferred shares are only subscribed in cases where such options are exercised. These preferred shares will become part of the Company's capital. For further details on the Investment Program, refer to Note 23.f.

2.23. Bonuses

Bonuses received from suppliers are measured based on the terms of the commercial arrangements signed with the suppliers and are recognized only when they meet the criteria for asset recognition. The Company has the following types of bonuses:

- Marketing expense recovery: The advertising/marketing fund is a bonus received by the Company from suppliers, intended to cover marketing and advertising expenses incurred in joint cooperation. It is recognized in the statement of profit or loss as a reduction of marketing expenses.
- Rebates: A bonus received by the Company from suppliers based on the volume of purchases achieved as stipulated in the contract. Initially, it is recognized as a reduction of inventories and then accounted for in the statement of profit or loss as the corresponding inventory item is sold.

3. Significant accounting judgments and sources of uncertainties in estimates

In applying the Company's accounting policies described in Note 2, management must make judgments (except those involving estimates) that have a significant impact on the reported amounts and develop estimates and assumptions regarding the carrying amounts of assets and liabilities that are not readily available from other sources. The estimates and their respective assumptions are based on historical experience and other factors considered relevant. Actual results may differ from these estimates.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

3. Significant accounting judgments and sources of uncertainties in estimates (Continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. The effects of reviews of accounting estimates are recognized in the period in which the estimates are reviewed, if such review affects only that period, or in the period of the review and subsequent periods, if it affects both the current period and future periods.

Significant judgments in applying accounting policies

The following are the significant judgments made by management during the process of applying the Company's accounting policies that significantly affect the reported amounts in the individual and consolidated financial statements.

3.1. Recoverability of taxes and deferred taxes

The Company assesses the recoverability of taxes based on future projections. Management has taken measures to use accumulated ICMS tax credits, such as enrolling in special regimes and diversifying its operations through structured transactions with the assistance of specialists, as well as exploring the introduction of new products in the domestic market to offset the balances.

Regarding deferred tax assets, these are recognized in the individual and consolidated financial statements only when their budgets demonstrate that it is probable that the Company will generate taxable profit in an amount sufficient for such deductible temporary differences and/or accumulated tax losses to be used.

3.2. Impairment of financial assets

Allowances for losses on financial assets are based on assumptions regarding the risk of default. The Company exercises judgment to establish these assumptions and select information for impairment analysis, based on the Company's historical data, current market conditions, and future estimates at the end of each reporting date.

3.3. Provision for contingencies

The Company is party to certain administrative and legal discussions, whose likelihood of loss is based on assumptions and judgments made by the Company and its legal advisors, taking into account the history and current case law related to the matters involved in the discussions to determine the likelihood of loss.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

3. Significant accounting judgments and sources of uncertainties in estimates (Continued)

3.4. Consolidation

Subsidiaries are those entities in which the Company has equity holder rights that provide it with a permanent leading role in decision-making and control over those entities. Control is assessed on an ongoing basis. Subsidiaries are consolidated from the date the control is established until the date that control ceases to exist, with the assumptions used to determine control being judgmental and dependent on the evaluation conducted for each investment, as detailed in Note 2.2. The consolidated financial information is prepared using uniform accounting policies. The balances of the statements of financial position and of profit or loss accounts and the values of transactions between consolidated companies are eliminated. At March 31, 2025, the Company had no investments in subsidiaries and/or associates.

4. Adoption of new and revised IFRS

New and revised standards issued and not yet applicable for the period

The following new standards were issued by the IASB, but are not effective for the period ended March 31, 2025. Early adoption of these standards, while encouraged by IASB, is not allowed in Brazil by the Brazilian Financial Accounting Standards Board (CPC).

- IFRS 18: Presentation and disclosure in financial statements

There are no other accounting standards or interpretations that are not yet effective that could materially impact the Company's individual and consolidated financial statements. Company management is assessing the potential impacts arising from adoption of the mentioned standard.

New and revised standards issued and adopted in the period

The main new standards or amendments to standards and interpretations that are effective from January 1, 2025, are mentioned below. No significant effects have been identified in the individual and consolidated interim financial information resulting from adoption of these new and/or amended standards.

- IAS 1 / CPC 02 (R2) - Effects of Changes in Exchange Rates and Translation of Financial Statements;

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

5. Cash and cash equivalents

The balance of “Cash and cash equivalents” includes cash and checking accounts held by the Company, as well as immediately redeemable short-term investments. The balance of this item at the end of the reporting period, as recorded in the statement of cash flows, can be reconciled to the respective items in the statement of financial position, as demonstrated below:

	03/31/2025	12/31/2024
Bank checking account	2,333	1,998
Short-term investments (i)	16,632	21,132
	<u>18,965</u>	<u>23,130</u>

- (i) These are highly liquid short-term investments, originally maturing within three months, and with an insignificant risk of change in value. At March 31, 2025, short-term investments are concentrated in Bank Deposit Certificates (CDBs) and repurchase agreements, with an average return of 74.8% per annum of the Interbank Deposit Certificate (CDI) (73.56% per annum of the CDI at December 31, 2024).

6. Marketable securities

	03/31/2025	12/31/2024
Fixed income investment fund (i)	69,811	47,711
Marketable securities	<u>69,811</u>	<u>47,711</u>

- (i) Corporate bonds are held by the Company under a business model whose objective is to collect their contractual cash flows, which consist solely of payments of principal and interest on the principal amount outstanding. Therefore, they are recorded at amortized cost. At March 31, 2025, marketable securities have an average return of 106.09% per annum of the CDI (107.38% per annum of the CDI at December 31, 2024).

7. FIDC Sol Agora Green ESG and FIDC IS Sol Agora Green II ESG

FIDC Sol Agora Green ESG (“FIDC Sol Agora” or “Fund”) started up its operations in December 2022. It is established as a closed-end fund, governed by Brazilian National Monetary Council (CMN) Resolution No. 2907, CVM Resolution No. 175, the Regulation, and other applicable legal and regulatory provisions. As defined in the regulation, the objective of FIDC Sol Agora is to acquire Credit Rights that meet the policy on investment, composition, and diversification of the Fund’s portfolio.

FIDC IS Sol Agora Green II ESG (“FIDC IS Sol Agora” or “Fund II”) started up its operations in December 2023. It is established as a closed-end fund, governed by CMN Resolution No. 2907, CVM Resolution No. 175, the Regulation, and other applicable legal and regulatory provisions. As defined in the regulation, the objective of FIDC IS Sol Agora is to acquire Credit Rights that meet the policy on investment, composition, and diversification of the Fund’s portfolio.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

7. FIDC Sol Agora Green ESG and FIDC IS Sol Agora Green II ESG (Continued)

FIDCs Sol Agora and IS Sol Agora have an indefinite duration starting from the start-up of their operations. This duration may be modified at the discretion of the Fund's shareholders as resolved in a General Meeting. However, the term of each series of Senior Shares and class of Subordinated Mezzanine Shares will be specified in the Supplement executed upon the subscription of each Series of Shares. The Shares will be subject to amortization during the term of the Fund, as outlined in the Regulations and Supplement.

Credgrid Serviços Financeiros S.A., the Company's former controlling entity held all Junior Subordinated Shares of FIDC Sol Agora, which were then held by Company following the downstream merger that took place on April 28, 2023.

On October 11, 2024, the Company transferred all of the Junior Subordinated Shares of FIDCs Sol Agora and IS Sol Agora to Sol Agora Serviços Financeiros S.A. as part of the net assets used for the capital increase of the aforementioned Company.

As mentioned in Note 1.4, on October 14, 2024, the Company reduced its capital, transferring 100% of the shares of Sol Agora Serviços Financeiros S.A. to its controlling entity, Sunrise Fundo de Investimento em Participações Multiestratégia.

Changes in the Company's investment in the FIDCs are as follows:

Balance at December 31, 2023	93,158
Equity pickup	3,484
Balance at March 31, 2024	96,642
Payment of shares	75,500
Equity pickup	8,328
Reduction by drop-down (Note 1.3)	(180,470)
Balance at December 31, 2024	-

In addition to the Junior Subordinated Shares, the Company acted as the Originator of a portion of the Credit Rights, as well as the Lead Collection Agent (in FIDC Sol Agora) and Collection Consultant (in FIDC IS Sol Agora) in the event of default on the Credit Rights held in the Fund.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

8. Trade accounts receivable

These arise from receivables for the sale of goods in the ordinary course of business. Trade receivables primarily derive from the sales of solar generators.

	03/31/2025	12/31/2024
Trade accounts receivable	19,276	19,538
(-) Allowance for doubtful accounts	(4,594)	(4,641)
Total trade accounts receivable	14,682	14,897

The aging list of trade accounts receivable is as follows:

	03/31/2025	12/31/2024
Falling due	13,327	14,023
Past-due from 01 to 30 days	1,184	731
Past-due from 31 to 60 days	170	384
Past-due from 61 to 180 days	636	553
Past-due for more than 180 days	3,959	3,847
Total trade accounts receivable	19,276	19,538

Changes in the allowance for expected losses for the period ended March 31, 2025 are as follows:

	03/31/2025	12/31/2024
Balance at beginning of period	(4,641)	(2,805)
Allowance recognized for the period	(676)	(13,975)
Reversal for the period	723	9,641
Reduction by drop-down (Note 1.3)	-	2,498
Balance at end of period	(4,594)	(4,641)

9. Inventories

	03/31/2025	12/31/2024
Equipment and parts - Solar energy	101,758	120,814
Equipment and parts - IT equipment	899	911
Equipment and parts - Inventory in transit	61,396	11,212
(-) Allowance for losses (i)	(6,304)	(6,920)
Total inventories	157,749	126,017

- (i) In 2023, management determined that part of its inventories were recorded at an amount higher than their net realizable value and, therefore, recognized an allowance as required by IAS 2/CPC 16 (R1) - *Inventories*. The allowance amount was recorded as "cost of sales" in the statement of profit or loss.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

9. Inventories (Continued)

Changes in the allowance for losses and obsolescence are presented as follows:

Balance at December 31, 2023	(62,236)
Reversal (ii)	42,654
Balance at March 31, 2024	(19,582)
Reversal (ii)	12,662
Balance at December 31, 2024	(6,920)
Reversal (ii)	616
Balance at March 31, 2025	(6,304)

(ii) Allowance reversal due to realization of products in inventories that were included in the loss allowance. The reversal amount was recorded as "cost of sales" in the statement of profit or loss.

10. Taxes recoverable

	03/31/2025	12/31/2024
Federal value-added Tax (IPI) recoverable	657	182
IRPJ and CSLL recoverable	69	70
Withholding Income Tax (IRRF) recoverable	11,916	11,863
PIS and COFINS recoverable	2,804	1,969
Current	15,446	14,084
State VAT (ICMS) recoverable (i)	57,380	56,375
Noncurrent	57,380	56,375
Total taxes recoverable	72,826	70,459

(i) The resale of goods has been generating ICMS credits in excess of its debits in recent years. Management has taken measures to use the credits and expects to recover them in full by offering new products in the domestic market, generating ICMS debits to offset the balances.

11. Advances

	03/31/2025	12/31/2024
Advances to domestic suppliers	588	437
Advances to foreign suppliers	7,011	3,392
BFF - Supplier's financial bonus	130	1,366
Expense chargeback	1,707	1,267
Total advances	9,436	6,462

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

12. Property, plant and equipment

The Company's property, plant and equipment are segregated into classes related to the Company's operating activities.

Breakdown of property, plant and equipment is as follows:

	Cost	Depreciation	03/31/2025	12/31/2024
Buildings, facilities, and improvements	26,884	(8,156)	18,728	19,057
IT and communication equipment	5,323	(3,943)	1,380	1,222
Machinery and industrial equipment	13,013	(6,887)	6,126	6,430
Furniture, fixtures and tools	1,368	(871)	497	501
Vehicles	188	(188)	-	-
Construction in progress	297	-	297	280
Total property, plant and equipment	47,073	(20,045)	27,028	27,490

Changes in and breakdown of property, plant and equipment balances for the periods ended March 31, 2025, and December 31, 2024 are as follows:

	Buildings, facilities, and improvements	IT and communication equipment	Machinery and industrial equipment	Furniture, fixtures and tools	Construction in progress	Total
At December 31, 2023	20,219	1,459	7,415	493	-	29,586
Additions	85	110	16	26	-	237
Derecognition	-	(26)	-	-	-	(26)
Depreciation	(343)	(126)	(313)	(26)	-	(808)
At March 31, 2024	19,961	1,417	7,118	493	-	28,989
Additions	130	308	263	92	280	1,073
Derecognition	-	(5)	(2)	-	-	(7)
Depreciation	(1,034)	(406)	(949)	(77)	-	(2,466)
Reduction by drop-down (Note 1.3)	-	(92)	-	(7)	-	(99)
At December 31, 2024	19,057	1,222	6,430	501	280	27,490
Additions	14	267	15	23	17	336
Depreciation	(343)	(109)	(319)	(27)	-	(798)
At March 31, 2025	18,728	1,380	6,126	497	297	27,028

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

12. Property, plant and equipment (Continued)

Impairment losses

At March 31, 2025, there were no indications of impairment of property, plant and equipment items from internal or external sources. At December 31, 2024, management conducted an impairment test for its assets and concluded that the recoverable amount, calculated based on the value in use of the Cash-Generating Unit (CGU) to which the assets belong, exceeded the carrying amount. Therefore, management did not identify the need to recognize an impairment allowance.

Assets provided as guarantee

The Company has no property, plant and equipment items given in guarantee.

13. Intangible assets

Breakdown of intangible assets is as follows:

	Cost	Amortization	03/31/2025	12/31/2024
Software	13,970	(5,332)	8,638	9,312
Customer portfolio (i)	1,064,292	(442,786)	621,506	652,399
Brand (i)	462,861	(140,101)	322,760	332,535
Software in development	7,478	-	7,478	4,611
Total intangible assets	1,548,601	(588,219)	960,382	998,857

(i) Amounts related to goodwill arising from the business combination of Credgrid with its subsidiary Descarbonize Soluções S.A. in 2021. In 2023, there was a downstream merger of Credgrid by Descarbonize, resulting in these balances being included in the Company's individual and consolidated interim financial information.

Changes in and breakdown of intangible asset balances for the periods ended March 31, 2025, and December 31, 2024 are as follows:

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

13. Intangible assets (Continued)

	Software	Customer portfolio	Brand	Software in development	Total
At December 31, 2023	22,017	775,968	371,633	-	1,169,618
Additions	4,525	-	-	-	4,525
Amortization	(1,487)	(30,891)	(9,775)	-	(42,153)
At March 31, 2024	25,055	745,077	361,858	-	1,131,990
Additions	5,298	-	-	5,046	10,344
Transfers	435	-	-	(435)	-
Amortization	(4,133)	(92,678)	(29,323)	-	(126,134)
Reduction by drop-down (Note 1.3)	(17,343)	-	-	-	(17,343)
At December 31, 2024	9,312	652,399	332,535	4,611	998,857
Additions	-	-	-	2,867	2,867
Amortization	(674)	(30,893)	(9,775)	-	(41,342)
At March 31, 2025	8,638	621,506	322,760	7,478	960,382

Impairment losses

According to IAS 36 / CPC 01 - *Impairment of assets*, intangible assets with a finite useful lives are tested for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

In December 2024, management conducted an impairment test for its assets and concluded that the recoverable amount, calculated based on the value in use of the CGU to which the assets belong, exceeded the carrying amount. Therefore, management did not identify the need to recognize an impairment allowance.

The value in use was determined using discounted cash flow models in nominal terms, before income and social contribution taxes. The period used was consistent with the useful lives of the tested assets. The projections were based on the approved financial budgets for the following periods, and the key assumptions used in the calculations of value in use were estimated by management based on market information and internal sources to reflect current economic conditions.

At March 31, 2025, no indications of impairment of property, plant and equipment items were identified, whether from internal or external sources.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

14. Trade accounts payable

	03/31/2025	12/31/2024
Trade accounts payable - domestic	14,506	8,189
Trade accounts payable - foreign	102,320	35,675
Total trade accounts payable	116,826	43,864

15. Debentures

Debentures	Nature	Rates	03/31/2025	12/31/2024
Itaú BBA	Non-convertible into shares	100% of CDI + 1.85%p.a.	635,142	613,673
Citibank	Non-convertible into shares	100% of CDI + 1.85% p.a.	317,524	306,791
			952,666	920,464

These refer to the issue, on April 5, 2022, of two deeds of unsecured debenture totaling R\$1,500,000. Both deeds have the same characteristics, in accordance with CVM Ruling No. 476. The net proceeds raised through the Restricted Offering were used for the partial payment of the acquisition of the Company by Credgrid and to support the Company's business activities.

The issue deed set forth that, within six (6) months from the date of issue, a credit rating agency would be engaged within the scope of the Restricted Offering to assign a rating to the Debentures. This was conducted by Moody's Brazil within the specified timeframe. Additionally, the issue deed provided for the obligation to obtain issuer registration in Category B with the CVM within six (6) months for Credgrid and eighteen (18) months for the Company. Credgrid's registration was obtained in October 2022, while the Company's issuer registration in Category B was obtained on August 16, 2023, both within the timeframe required in the debenture deeds. Following the downstream merger of Credgrid by the Company and as per the amendment to the deed, the Company assumed all obligations related to the debenture issued by Credgrid.

On September 30, 2024, the Company renegotiated specific conditions through the 4th and 5th amendments to the 1st and 2nd issues of the unsecured non-convertible debentures. This renegotiation allowed the Company, among other conditions, to change the payment of the principal, previously defined as 50% on April 5, 2026, and 50% on April 5, 2027, to 100% on October 5, 2029.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

15. Debentures (Continued)

Additionally, regarding the payment of interest, the Company may choose, in 2025, to either make the payment or add the outstanding remuneration balance to the debt. In 2026, the Company will have the same option, except in cases where the Company's cash exceeds R\$130,000 (one hundred thirty million reais). In such case, the difference between the available cash balance and the minimum required amount will be allocated to the payment of the debenture remuneration. From April 5, 2027, interest payments will occur semi-annually, always on the 5th of April and October, until the maturity date of the debentures.

Another renegotiated condition consists of making an extraordinary payment of the debt principal amount on October 6, 2027, and October 6, 2028, after calculating and paying the remuneration as described above, equivalent to the amount of cash and cash equivalents available that exceeds R\$130,000 (one hundred thirty million reais).

The renegotiation also allowed the Company to cancel its issuer registration in category "B" with the CVM, and released it from the obligation to maintain a credit rating agency. The Company cancelled its issuer registration in category "B" with the CVM on October 7, 2024, through Memorandum Circular No. 261/2024/CVM/SEP/GEA-1.

The Company assumed the obligation to maintain certain financial indicators assessed annually and quarterly with financial institutions, which include:

Financial covenants - (a) not to distribute dividends; (b) not to incur new indebtedness, except if the Net Debt/EBITDA ratio is equal to or less than 1.60 time; (c) not to make payments by the Company exceeding R\$3,000 (three million reais) annually, adjusted by the variation of the IPCA inflation index from the renegotiation of the debentures (September 30, 2024), to any Affiliates of the Company, and payments made to Affiliates up to that annual amount must occur in the ordinary course of the Company's business; (d) not to make new investments in Capex, except for those related to the ordinary course of business of the issuer, limited to an annual amount of R\$20,000 (twenty million reais), adjusted by the IPCA variation from the renegotiation of the debentures.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

15. Debentures (Continued)

Non-financial covenants: not to be in default on any financial debt or monetary obligation representing 15% or more of consolidated net revenue; not to declare bankruptcy; not to change the corporate form of the Company to any other type; to deliver quarterly and annual financial information/statements accompanied by the independent auditor's report within 45 days after the end of each quarter and 90 days after the end of the fiscal year; not to acquire any equity interest in any legal entities or unincorporated entities, except if done without cash outlay or assumption of debt or any liability in the acquired company or in the consolidated statement of financial position of the Issuer or if approved by the Debenture holders in a meeting, among others.

Quarterly, the Company must send a compliance statement to the Trustee.

At March 31, 2025, the Company is in compliance with all corporate, tax, legal, operational, and financial obligations ("covenants") required by the debentures. There were no new incurrences of prohibited indebtedness or distributions and/or payments of dividends or interest on equity to the controlling shareholder (Sunrise Fundo de Investimento em Participações Multiestratégia) during the period.

Changes in debentures for the periods ended March 31, 2025, and December 31, 2024:

Balance at December 31, 2023	<u>1,538,339</u>
Interest incurred	47,636
(-) Amortization of transaction costs (i)	589
Balance at March 31, 2024	<u>1,586,564</u>
Interest incurred	123,233
(-) Amortization of transaction costs (i)	1,511
(-) Payment of principal (ii)	(600,000)
(-) Payment of financial charges	(190,844)
Balance at December 31, 2024	<u>920,464</u>
Interest incurred	31,882
(-) Amortization of transaction costs (i)	320
Balance at March 31, 2025	<u>952,666</u>

(i) The transaction costs refer to the amounts paid as commissions to Itaú BBA S.A. and Citibank.

(ii) Extraordinary amortization with funds raised through promissory notes, as described in Note 16. The operation to raise the amounts, as well as their allocation for extraordinary amortization, was provided for in the 4th amendment to the 1st and 2nd issue deeds of the debentures.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

16. Promissory notes

Promissory notes	Rates	03/31/2025	12/31/2024
Dawn Break Investments LP	100% of CDI + 1.00% p.a.	-	140,308
Day Spring Investments LP	100% of CDI + 1.00% p.a.	-	119,079
First Sun Investments LP	100% of CDI + 1.00% p.a.	-	139,108
Morning Rise Investments LP	100% of CDI + 1.00% p.a.	-	218,278
		-	616,773

As provided in the 4th amendment to the 1st and 2nd issues of Debentures, on October 4, 2024, the Company raised funds from related parties for an extraordinary amortization of the balance of debentures in the amount of R\$600,000 (six hundred million reais). The amount raised had a single maturity date, April 4, 2026, and remuneration was pegged to 100% of the CDI + 1% per year. The Company made an early payment of this debt on February 21, 2025.

Changes in promissory notes for the period ended March 31, 2025:

Balance at December 31, 2023	-
Funds raised	600,000
Interest incurred	16,773
Balance at December 31, 2024	616,773
Interest incurred	11,432
(-) Payment of principal	(600,000)
(-) Payment of financial charges	(28,205)
Balance at March 31, 2025	-

17. Labor obligations

Amounts recorded as labor obligations are as follows:

	03/31/2025	12/31/2024
Salaries and benefits	4,030	8,991
Social Security Contribution Tax (INSS)	615	550
Unemployment Compensation Fund (FGTS)	169	200
Accruals - vacation pay, 13th monthly salary pay, and related charges	3,052	2,382
Total labor liabilities	7,866	12,123

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

18. Tax obligations

Amounts recorded as tax obligations are as follows:

	03/31/2025	12/31/2024
Withholding income tax (IRRF) payable	1,672	529
State VAT (ICMS) payable	5	10
Other	82	460
PIS and COFINS payable	-	768
Tax payment in installments (i)	4,068	4,168
Current	5,827	5,935
Tax payment in installments (i)	16,272	16,674
Noncurrent	16,272	16,674
Total tax obligations	22,099	22,609

- (i) The tax installment balances refer to PIS, COFINS, IRPJ, and CSLL payable, primarily arising from the merger of 1461 Investimentos S.A., as described in Note 1.2.

19. Advances

	03/31/2025	12/31/2024
Current		
Advances - Unshipped products (i)	6,121	20,525
Advances - Shipped but not delivered products (ii)	19,716	23,175
Total advances	25,837	43,700

- (i) The amounts recorded in this account primarily refer to financial advances received from customers for the purchase of goods, for which the issue of the invoice and shipment occurred in the period subsequent to March 31, 2025, and December 31, 2024.
- (ii) The amounts recognized as undelivered goods refer to products that have been invoiced and financially received from customers and that, at March 31, 2025, and December 31, 2024, had not yet been effectively delivered (transfer of ownership and risks) as they were in transit through the third-party carriers engaged for this purpose.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

20. Accounts payable for business combination

On June 19, 2023, the Company, the selling shareholders, and related party 1461 Investimentos S/A entered into an agreement whereby the amount of R\$232 million, from the balance owed by the Company to the selling shareholders as earn-out, was subrogated to 1461 Investimentos S/A after the settlement made by 1461 Investimentos S/A with the original creditors, making this entity the holder of this portion of accounts payable for the business combination. On July 13, 2023, the Company, the selling shareholders, and related party 1461 Investimentos S/A entered into a new agreement for the remaining portion of the earn-out, as well as the amount owed by the Company to the selling shareholders as dividends, which totaled R\$652,104 on the date of the agreement, to also be settled by 1461 Investimentos S/A and subrogated to this entity. Thus, from July 2023, all accounts payable for the business combination became due to related party 1461 Investimentos S/A, with a single maturity date, July 5, 2024, and the amount indexed to 100% of the CDI. In July 2024, the Company entered into a settlement agreement to extend the payment deadline for the amount due to September 30, 2024. On September 30, 2024, as per Notes 1 and 2, related party 1461 Investimentos S.A. was merged, so the balance of Accounts Payable for the business combination ceased to exist, as follows.

Balance at December 31, 2023	888,094
Monetary restatement	23,225
Balance at March 31, 2024	911,319
Monetary restatement	24,659
Balance arising from the merger of 1461 (Note 1.2)	(935,978)
Balance at December 31, 2024	-

21. Income and social contribution taxes

a) Current income and social contribution taxes

The Company recognizes income and social contribution taxes on a monthly basis, on an accrual basis, and pays the taxes based on estimates, in accordance with the tax-special or tax-reduction trial balance.

The portion of income and social contribution tax advances are recorded as taxes recoverable, and at the end of each reporting period, the amounts effectively calculated for IRPJ and CSLL are transferred to profit or loss.

The table below is a reconciliation of the tax expense recognized by the Company, calculated by applying the statutory tax rate of 34% (15% income tax, 10% surtax, and 9% social contribution tax) at March 31, 2025, and 2024:

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

21. Income and social contribution taxes (Continued)

a) Current income and social contribution taxes (Continued)

	Individual 03/31/2025	Individual and Consolidated 03/31/2024
Loss before income and social contribution taxes	(85,033)	(116,437)
Statutory rate	34%	34%
Income and social contribution taxes at statutory rates	28,911	39,589
Equity pickup	-	1,184
Unrecognized tax loss for the period (i)	(58,464)	-
Other permanent differences	1,311	(337)
	(28,242)	40,436
Current income and social contribution taxes	-	-
Deferred income and social contribution taxes	(28,242)	40,436
Total income and social contribution taxes	(28,242)	40,436
Effective rate	33%	(35%)

(i) Deferred tax assets not recognized on tax losses due to the lack of expectation of balance recovery. The tax loss base for which deferred tax assets were not recognized in the period from January 1 to March 31, 2025, amounts to R\$171,953.

b) Deferred income and social contribution taxes

The Company has deferred tax assets recognized at March 31, 2025, and December 31, 2024, as presented below:

	03/31/2025	12/31/2024
Net deferred tax:		
Provision for rebates	(144)	(144)
Provision for sales commission	322	322
Provision for inventory losses	2,147	2,356
Tax benefit - Goodwill (i)	556,181	583,534
Allowance for expected credit losses	1,159	1,275
Other	1,072	1,636
	560,737	588,979

(i) Tax benefit arising from the amortization of goodwill held by Credgrid, recorded in connection with the downstream merger of Credgrid by the Company on April 28, 2023. The tax benefit of goodwill is deducted from the calculation of income and social contribution taxes on a straight-line and monthly basis until 2030, as shown in the table below:

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Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

21. Income and social contribution taxes (Continued)

b) Deferred income and social contribution taxes (Continued)

Year	Amount
2025	82,060
2026	109,413
2027	109,413
2028	109,413
2029	109,413
2030	36,469
Total	556,181

22. Provision for contingencies

The Company is involved in legal and administrative proceedings before courts and government agencies, arising from the normal course of its operations, involving tax, labor, civil, and other matters.

Provisions are set up for all contingencies related to legal proceedings for which it is probable that an outflow of economic resources will be required to settle the contingency or obligation, using a reasonable estimate to be made.

Management, based on information from its legal advisors and analysis of pending legal claims, identified legal proceedings with losses classified as “probable”:

	03/31/2025	12/31/2024
Labor	460	470
Civil	39	99
Total provision for contingencies	499	569

Changes in the provision for contingencies for the period ended March 31, 2025:

Balance at December 31, 2023	-
Set-up of provision	569
Balance at December 31, 2024	569
Reversed provision	(70)
Balance at March 31, 2025	499

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

22. Provision for contingencies (Continued)

The Company has legal proceedings of a labor, tax, and civil nature involving whose likelihood of loss is classified by management as possible, based on the assessment of its legal advisors, for which no provision was established, as shown in the table below:

	03/31/2025	12/31/2024
Labor	1,975	1,884
Tax	14,098	13,677
Civil	8,001	7,241
Total	24,074	22,802

23. Equity

a) Capital

In a Special General Shareholders' Meeting held on February 21, 2025, shareholders resolved to increase the Company's capital by R\$634,717, through issue of 3,026,383,338 new common, non-book-entry, registered shares, without par value.

At March 31, 2025, the Company's fully paid-in capital amounts to R\$1,566,857,345.80, comprising 5,453,056,798 common shares (R\$932,139,978.32, comprising 2,426,673,460 common shares at December 31, 2024).

b) Tax incentive reserve

The tax incentive reserve arises from ICMS matching credits and exemption for transactions with import and subsequent sale in the domestic market - classified as "Investment Grants" based on the legal framework of Supplementary Law No. 160/2017 and ICMS agreement No. 190/2017. At March 31, 2025, the tax incentive reserve balance is R\$0 (R\$0 at December 31, 2024), as the balance was used to absorb accumulated losses.

c) Dividends

Shareholders will be entitled, in each period, to dividends that cannot be less than 25% of the adjusted net income, in accordance with the Brazilian Corporation Law, distributed among the shares into which the Company's capital is divided.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

23. Equity (Continued)

d) Legal reserve

Established annually by appropriating 5% of net income for the year determined at December 31 of each year, in accordance with article 193 of Law No. 6404/76, the Brazilian Corporation Law, and the Company's bylaws, capped at 20% of the Company's capital. At March 31, 2025, the Legal Reserve balance is R\$0 (R\$0 at December 31, 2024), as the balance was used to absorb accumulated losses.

e) Retained profits

The Company, pursuant to article 202, paragraph 3, of the Brazilian Corporation Law (Law No. 6404/76), allocates to the retained profits reserve the portion of income exceeding the establishment of the legal reserve, tax incentive reserve, and distributed dividends according to corporate documents. Additionally, the Company is a privately-held corporation with a single shareholder represented at the general meeting. According to article 199 of Law No. 6404/76, the balance of this reserve, along with other income reserves, excluding the tax incentive reserve, may not exceed the Company's capital at the end of the fiscal year. At March 31, 2025, the Income Reserve balance is R\$0 (R\$0 at December 31, 2024), as the balance was used to absorb accumulated losses.

f) Capital reserve

On April 28, 2023, the Company completed the downstream merger of its controlling entity, Credgrid Serviços Financeiros S.A. As part of the merged net assets, the Company recorded R\$3,755 related to the Stock Investment Program, which had been approved on March 30, 2023, by Credgrid, as described below:

Stock Investment Program

On March 30, 2023, following the approval in the Special General Meeting, the Company initiated its Stock Investment Program (the "Program") and the 1st Investment Plan (the "Plan"), aimed at executives of the Company and/or its subsidiaries and individuals providing services to the Company and/or any of its subsidiaries ("Eligible Investors"), selected by the Company's Board of Directors.

On June 5, 2024, the 2nd Investment Plan was approved, following the same assumptions of the 1st Plan and in line with the approved Program.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

23. Equity (Continued)

f) Capital reserve (Continued)

The purpose of the Program is to align the objectives of Eligible Investors with those of the Company shareholders for the long-term maximization of the Company's value by offering Eligible Investors the opportunity to become Company shareholders and share risks and gains between shareholders and Eligible Investors.

The Program consists of the onerous offer of options to voluntarily purchase or subscribe for preferred shares ("Options") to Eligible Investors chosen by the Company's Board of Directors. Thus, Eligible Investors contemplated by the Program will have the opportunity to voluntarily acquire, within a predetermined timeframe and at a fixed price, preferred shares to be issued by the Company, provided that the conditions set forth in the Program, the Investment Plans, and Investment Contracts signed between the Company and the Eligible Investor are met.

The Option value is determined based on the Black, Scholes & Merton ("BSM") economic model. The BSM method was applied by specialized and independent consulting firm, taking into account the assumptions established by the investment program, such as: (i) estimated time for a liquidity event, (ii) exercise price of the option applied on the grant date, plus an annual load fee, (iii) expected volatility in the value of options determined by the historical data of comparable companies for the reference period, (iv) dividend rate reflecting the average of comparable companies for the reference period, and (v) risk-free rate determined by the DI swap curve on the grant date as informed by B3.

The Program is limited to the offer of Options representing up to 3% of the Company's total capital, provided that the total number of shares issued or to be issued under the Program is always within the limit of the Company's authorized capital.

The Program was approved at a Special General Meeting that delegated to the Company's Board of Directors, through Investment Plans, the definition of Eligible Investors, the number of options to be offered to each, as well as their acquisition value and period ("Plan"), always based on the criteria defined in the Program.

The Options will become exercisable according to the Program and Plan, at a rate of 20% per year, starting from the grant date (vesting period), provided that the Eligible Investor remain continuously linked to the Company to exercise the option. The Board of Directors may approve, at its sole discretion and in the best interest of the Company, different vesting periods and/or the acceleration of the Vesting Periods. The Options offered under the Program will remain valid from the first anniversary of the offer date until the tenth anniversary of the offer date. After this period, unexercised Options will be canceled.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

23. Equity (Continued)

f) Capital reserve (Continued)

In the event of resignation or dismissal for cause of the Eligible Investor, non-exercisable options will be canceled, and the Eligible Investor will not be entitled to any compensation or indemnification for the cancellation of those options. In cases of (i) death of the Eligible Investor; (ii) the Eligible Investor being hired to work at another affiliate of the Company; (iii) retirement of the Eligible Investor; or (iv) dismissal by the Company without cause, non-exercisable options that would become exercisable within the 12 (twelve) months immediately following the event will become exercisable in a number proportional to the months worked by the Eligible Investor during the vesting period of those options.

In March 2023, Eligible Investors acquired options to purchase shares under the 1st Investment Plan for R\$3,755, following the assumptions of the Program. In June 2024, Eligible Investors acquired options to purchase shares under the 1st Investment Plan for R\$1,073, following the assumptions of the Program. In June 2024, the amount of R\$283 was derecognized in relation to eligible investors who left the Company.

The amount paid by Eligible Investors who chose to participate in the Plan was recorded in the Company's equity as a capital reserve. When exercised, the Options will be settled through the issue of new preferred shares of the Company, while current shareholders will continue to hold common shares. At March 31, 2025, no options to purchase shares had been exercised.

g) Special goodwill reserve

As a result of the corporate reorganization that took place on April 28, 2023, management derecognized goodwill against the equity of Credgrid at the date of the downstream merger. Subsequently, the deferred tax asset in Credgrid was recognized against the special goodwill reserve in equity, which corresponds to the tax benefit to be obtained by the Company through the tax amortization of goodwill, as provided by CVM Resolution No. 78/2022.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

24. Net operating revenue

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Sales of solar and computer equipment	120,352	275,763	275,763
Provision of services	22	18,758	46,819
	120,374	294,521	322,582
Deductions from revenue			
Sales returns	(2,550)	(3,517)	(3,517)
Sales taxes	(11,583)	(34,904)	(34,904)
Net operating revenue	106,241	256,100	284,161

25. Costs and expenses by nature

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Materials and raw material	(77,221)	(219,958)	(219,958)
Personnel expenses	(9,896)	(12,654)	(13,276)
Rents	(29)	(353)	(353)
Electricity	(66)	(61)	(61)
Professional services	(4,234)	(4,552)	(6,082)
Freight and cartage	(6,621)	(9,309)	(9,309)
Commissions	(4,352)	(9,145)	(9,145)
Advertising	(1,052)	(852)	(852)
Reimbursement of expenses and bonuses	663	2,296	2,296
Depreciation and amortization	(42,502)	(43,645)	(43,645)
Other expenses	(2,743)	(3,754)	(10,297)
Gifts	(30)	(96)	(96)
Fairs and events	(336)	(317)	(317)
Provision for contingencies	70	-	-
Total costs and expenses by nature	(148,349)	(302,400)	(311,095)
Cost of sales	(78,154)	(223,353)	(223,353)
General and administrative expenses	(56,270)	(64,660)	(73,355)
Selling expenses	(13,925)	(14,387)	(14,387)
Total	(148,349)	(302,400)	(311,095)

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

26. Other operating income (expenses)

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Loss from legal proceeding	-	(86)	(86)
Other expenses	(367)	(220)	(220)
Taxes and charges	(135)	(6,697)	(6,697)
Other income	786	5	5
Other	(33)	(18)	(18)
Total other operating income (expenses)	251	(7,016)	(7,016)

27. Finance income (costs)

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Finance income			
Interest received	66	211	211
Income from short-term investments and marketable securities	2,147	5,544	7,422
Income from cash and cash equivalents	62	111	111
Other finance income	30	8	8
Foreign exchange gains	1,734	45	45
Derivative financial instruments - assets	718	-	-
Total	4,757	5,919	7,797
Finance costs			
Monetary restatement - accounts payable for business combination (Note 20)	-	(23,225)	(23,225)
Bank charges	(421)	(714)	(714)
Other finance costs	(940)	(524)	(528)
Interest on debentures (Note 15)	(31,882)	(47,636)	(47,636)
Interest on leases	(29)	(247)	(247)
Interest on promissory notes	(11,432)	-	-
Foreign exchange losses	(1,767)	(177)	(178)
Senior and Mezzanine Shares - FIDCs Sol Agora and IS Sol Agora	-	-	(17,755)
Discounts granted	(5)	(1)	(1)
Derivative financial instruments - liabilities	(1,457)	-	-
Total	(47,933)	(72,524)	(90,284)
Finance income (costs), net	(43,176)	(66,605)	(82,487)

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Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

28. Related parties

In the course of its operations, rights and obligations are incurred between related parties, arising from commercial and financial transactions. Commercial transactions, such as the purchase and sale of goods between related parties, are conducted under terms agreed upon by the parties. Management considers the following as related parties:

- (i) shareholders who have significant influence and/or hold a position in the management of the Company and their close family members;
- (ii) Company's key management personnel; and
- (iii) companies that are members of the same economic group or are under the control of a shareholder or management member identified in items (i) or (ii).

The balances of transactions with related parties are shown below.

a) Related-party payables

	<u>03/31/2025</u>	<u>12/31/2024</u>
Promissory notes:		
Legal entity (ii)	-	(616,773)
Dividends payable:		
Legal entity (i)	(15,270)	(15,270)
	<u>(15,270)</u>	<u>(632,043)</u>

- (i) Related to dividends payable to the controlling entity of Descarbonize, resulting from the downstream merger of Credgrid.
- (ii) Amounts related to promissory notes raised from the related parties Dawn Break Investments LP, Day Spring Investments LP, First Sun Investment LP, and Morning Rise Investments LP, for partial settlement of the debentures in October 2024. The debt was fully settled on February 21, 2025, as per Note 16.

b) Revenues and expenses with related parties

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Operating revenue:			
Legal entity (i)	-	593	-
Monetary restatement:			
Legal entity (ii)	-	(23,225)	(23,225)
Legal entity (iii)	(11,432)	-	-
Vehicle lease			
Legal entity (iv)	(140)	-	-
	(11,572)	(22,632)	(23,225)

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

28. Related parties (Continued)

b) Revenues and expenses with related parties (Continued)

- (i) Balance related to revenue as a bank agency and collection agent with FIDC Sol Agora.
- (ii) This refers to the monetary restatement of accounts payable due to the business combination, for the subrogated balance to related party 1461 Investimentos S.A. On September 30, 2024, merger of 1461 Investimentos S.A. by the Company took place, as described in Note 1.2.
- (iii) This refers to monetary restatement of the liability of promissory notes with related parties Dawn Break Investments LP, Day Spring Investments LP, First Sun Investment LP, and Morning Rise Investments LP, for partial settlement of the debentures in October 2024.
- (iv) This refers to vehicle lease payments to Unidas Locações e Serviços S.A.

c) Payments made to related parties

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Vehicle lease Legal entity (i)	140	-	-
	140	-	-

- (i) This refers to vehicle lease payments to Unidas Locações e Serviços S.A.

d) Key management personnel compensation

Key management personnel consists of the Executive Board and the Board of Directors elected at the annual general meeting (AGM). In March 2025, R\$1,056 (R\$8,328 at December 31, 2024) were recognized as fixed compensation for the Company's key management personnel. The Company does not provide other fixed or variable benefits to key management personnel, except for the stock option investment program. See Note 23.f regarding the Stock Investment Program granted to executives and key personnel of the Company.

29. Financial instruments

The Company does not have financial instruments that are not recorded in the Company's books at March 31, 2025, and December 31, 2024.

For the purposes of preparing the financial statements, fair value measurements are classified into different levels, defined as follows:

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

29. Financial instruments (Continued)

- Level 1 fair value measurements are those resulting from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those resulting from other information that is not included in Level 1 quoted prices that are observable for the asset or liability, either directly (for example, as prices) or indirectly (for example, derived from prices); and
- Level 3 fair value measurements are those resulting from valuation techniques that include information about the asset or liability that is not based on observable market data (unobservable information).

Company management considers that the carrying amounts of some of its financial assets (cash and cash equivalents, marketable securities, trade accounts receivable, other receivables, judicial deposits, and advances) and some financial liabilities (trade accounts payable) measured at amortized cost approximate their respective fair values due to the characteristics of these financial assets and liabilities, as well as the maturity of a substantial portion of the balances occurring close to the statement financial position dates.

A comparison by class of the carrying amount and fair value of the Company's financial instruments presented in the financial statements is presented below.

		03/31/2025		12/31/2024	
	Fair value hierarchy	Carrying amount (amortized cost)	Fair value	Carrying amount (amortized cost)	Fair value
Financial assets					
Cash and cash equivalents	-	18,965	18,965	23,130	23,130
Marketable securities	-	69,811	69,811	47,711	47,711
Trade accounts receivable	-	14,682	14,682	14,897	14,897
Judicial deposits	-	1,073	1,073	1,073	1,073
Advances	-	1,837	1,837	2,633	2,633
Derivative financial instruments	2	-	-	1,716	1,716
Total		106,368	106,368	91,160	91,160
Financial liabilities					
Trade accounts payable	-	116,826	116,826	43,864	43,864
Debentures payable	-	952,666	1,032,407	920,464	998,929
Promissory notes	-	-	-	616,773	622,273
Lease liabilities	-	10,677	10,677	2,531	2,531
Derivative financial instruments	2	406	406	-	-
Total		1,080,575	1,160,316	1,583,632	1,667,597

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

29. Financial instruments (Continued)

a) Considerations regarding the risk factors that may affect the Company

i) *Credit risk*

- Cash and cash equivalents and marketable securities: to minimize the credit risk of these investments, the Company adopts policies that restrict investments to financial institutions approved by management, taking into account monetary limits and evaluations of financial institutions, which are constantly updated.
- Accounts receivable: the credit risk related to accounts receivable is mitigated by management through credit policies that allow for minimizing losses.

ii) *Interest rate risk*

This risk arises from the likelihood of the Company's recording gains or losses from fluctuations of interest rates applicable to its financial assets and liabilities.

The Company has issued debentures remunerated at 100% of the CDI plus 1.85% per annum. The Company manages its exposure to interest rates by keeping its operations linked to the CDI, offsetting its exposure to its cash flow from receipts.

Additionally, the Company has financial investments that can be used to offset its debts.

Sensitivity analysis

Income derived from financial investments, as well as the finance costs from the Company's financial liabilities mentioned above, are affected by fluctuations in interest rates, such as the CDI.

The table below presents the effects on profit or loss for the period if the index experiences an increase of 25% and 50% and a decrease of 25% and 50%, regarding the probable scenario of 14.15%, which corresponds to the future projections of this index disclosed by the Central Bank of Brazil for the upcoming twelve-month period. This analysis was determined based on the exposure to interest rates at the reporting date, and these variations in the index represent management's assessment of reasonably possible fluctuations in these interest rates. A positive number below indicates an increase in profit or equity resulting from a decrease in interest rates. However, when interest rates increase, there would be a comparable impact on profit or equity, and the balances below would be negative.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

29. Financial instruments (Continued)

a) Considerations regarding the risk factors that may affect the Company (Continued)

ii) *Interest rate risk* (Continued)

Sensitivity analysis (Continued)

	Base amount 03/31/2025	Index	Effect on profit or loss due to			
			Decrease in CDI		Increase in CDI	
			25%	50%	25%	50%
Marketable securities	69,811	CDI	(2,470)	(4,939)	2,470	4,939
Debentures payable	952,666	CDI	33,701	67,401	(33,701)	(67,401)
			31,231	62,462	(31,231)	(62,462)

iii) *Capital management risk*

The Company's capital management mainly aims to ensure that it maintains a strong credit rating and a well-established capital ratio in order to support the business and maximize shareholder value. The Company manages capital structure and adjusts it by considering changes in economic conditions.

There were no changes regarding the objectives, policies, or processes in the period ended March 31, 2025.

	03/31/2025	12/31/2024
Debentures	952,666	920,464
Derivative financial instruments	406	(1,716)
(-) Cash and cash equivalents	(18,965)	(23,130)
(-) Marketable securities	(69,811)	(47,711)
Net debt (cash surplus)	864,296	847,907
Equity	754,629	233,187
Equity and net debt	1,618,925	1,081,094
Financial leverage ratio - %	53%	78%

iv) *Liquidity management risk*

The Company manages liquidity risk through daily monitoring of cash flow, controlling the maturities of financial assets and liabilities, and maintaining close relationships with key financial institutions.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

29. Financial instruments (Continued)

a) Considerations regarding the risk factors that may affect the Company (Continued)

iv) *Liquidity management risk* (Continued)

The short-term liquidity ratios at March 31, 2025, and December 31, 2024, can be summarized as follows:

	Individual	
	03/31/2025	12/31/2024
Total current assets	291,991	238,998
Total current liabilities	175,694	125,118
Short-term liquidity ratio	1.65	1.91

The following table analyzes the aging list of the Company's financial liabilities, corresponding to the remaining period in the statement of financial position until the contractual maturity date.

	Carrying amount	Within 1 year	Between 1 and 4 years	More than 4 years
<u>At March 31, 2025</u>				
Trade accounts payable	116,826	116,826	-	-
Debentures payable	952,666	-	-	952,666
Lease liabilities	10,677	1,491	3,209	5,977
Derivative instruments	406	406	-	-
	1,080,575	118,723	3,209	958,643

v) *Market risk*

Currency risk

Risk arising mainly from the import of goods. Since the exposure to exchange rate risk is related to the estimated future cash flows and payments for imported goods on credit, subsequent to their recognition in inventories, the Company adjusts the retail pricing composition to offset the impact of a possible appreciation of the Dollar on costs. This is done through management's monitoring of projections and expected scenarios for the exchange rates of foreign currencies.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

29. Financial instruments (Continued)

a) Considerations regarding the risk factors that may affect the Company (Continued)

v) *Market risk* (Continued)

Currency risk (Continued)

The table below presents the effects on profit or loss for the period if the exchange rate experiences an increase of 25% and 50% and a decrease of 25% and 50%, regarding the probable scenario of 5.09, which corresponds to the future projections of this exchange rate disclosed by the Central Bank of Brazil for the upcoming twelve-month period. This analysis was determined based on the exposure to foreign currency at the reporting date, and these fluctuations in the currency exchange rate represent management's assessment of reasonably possible variations in this rate. A positive number below indicates an increase in profit or equity when the currency units appreciate against the relevant currency. However, when the currency units depreciate against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

As mentioned in Note 2.5, the Company uses derivative financial instruments to hedge its foreign currency risk exposures. Therefore, the risk of impact on profit or loss due to the appreciation or depreciation of the Brazilian real against the foreign currency is minimized.

	Base amount 03/31/2025	Index	Effect on profit or loss due to			
			Decrease in exchange rate		Increase in exchange rate	
			25%	50%	25%	50%
Trade payables in foreign currency	102,320	Dollar	23,463	49,749	(23,463)	(49,749)

30. Insurance coverage

The Company has a policy of maintaining insurance coverage at amounts deemed sufficient by management in light of the risks involved, including, among others, fire risks, as well as a life insurance policy for its employees. The coverage of these policies aligns with the Company's risk management policy.

Expenses with insurance premiums are recorded as prepaid expenses, and recognized in the income statement on a straight-line basis over the term of the policies.

The Company maintains insurance coverage for operational and other risks in order to protect its assets.

Descarbonize Soluções S.A.

Notes to the interim financial information (Continued)

March 31, 2025

(In thousands of reais - R\$, unless otherwise stated)

30. Insurance coverage (Continued)

Nature	Beginning	End	Insured amount R\$ thousand
Insurance for civil liability and loss of profits			
Insurance for civil liability and loss of profits [LI+Df] resulting from fire, including those resulting from riots, lightning strikes, explosions of any kind, and implosion.	01/30/2025	01/30/2027	347,680
Building insurance			
Fire, IDT, lightning strikes, and explosions of any kind, illuminated signs, electrical damage, stationary equipment, glass breakage, theft or qualified burglary of assets, windstorm, hurricane, cyclone, tornado, hail, aircraft or any other aerial or space vehicles, impact from land vehicles, and smoke	01/30/2025	01/30/2027	461,395

The risk assumptions adopted, given their nature, are not part of the scope of a review of the financial statements. Consequently, they were not reviewed by our independent auditor.

31. Additional information to cash flows

The statements of cash flows, prepared using the indirect method, are prepared and presented in accordance with accounting pronouncement CPC 03 (R2) - *Statement of Cash Flows* and IAS 07 - *Statement of Cash Flows*. Non-cash transactions for the periods ended March 31, 2025, and 2024 are as follows:

	Individual		Consolidated
	03/31/2025	03/31/2024	03/31/2024
Other non-cash transactions			
Addition of right-of-use asset and lease liability - DC Pernambuco	1,610	-	-
Addition of right-of-use asset and lease liability - Head office	8,789	-	-