

**NOVA TRANSPORTADORA DO SUDESTE S.A. - NTS**

CNPJ 04.992.714/0001-84

NIRE 33.3.0026999-1

**EXTRACT OF MINUTES OF THE EXTRAORDINARY BOARD OF  
DIRECTORS' MEETING HELD ON JUNE 12<sup>TH</sup>, 2025**

**1. PLACE AND TIME:** the meeting was held by videoconference, at 3 p.m., in accordance with the paragraph 4<sup>th</sup> of Article 12 of Bylaws of Nova Transportadora do Sudeste S.A. – NTS (“Company”). **2. BOARD:** Mr. Marcos Pinto Almeida, Chairman; and Mr. Fernando Ziziotti, Secretary. **3. NOTICE AND ATTENDANCE:** the notice of the meeting was made in accordance with the Paragraph 1<sup>st</sup> of Article 12 of the Company’s Bylaws. The meeting was attended by the majority of the effective members of the Company’s Board of Directors. **4. DELIBERATIONS:** The attending members decided, in accordance with the information of the supporting material sent to the members of the Board of Directors and filed at the Company’s headquarters, to: **(i) approve**, by unanimous vote, the Company’s strategy for liability management, which will encompass the issuance of the Debentures with tax incentive, under the terms of Law 12.431, and Decree 11,964/2024, in the amount of up to R\$ 500,000,000.00 (five hundred million reais), non-convertible into shares, unsecured, in single series, for public distribution targeting professional investors, as per Brazilian Securities Commission Resolution no. 160, as of July 13, 2022, as amended, with financial institutions that are part of the securities distribution system (“Coordinators”), maturity date of up to 15 years and cost of the greater of **(a)** NTN-B – 0,39% (zero point thirty-nine percent) or **(b)** IPCA + 6.55% (six point fifty-five per cent) per annum, according to the criteria and conditions set forth in the proposal presented to the Management to the Board members, with the purpose of (i.i) cover future payments or reimbursements, as applicable, of expenses or debts related to the implementation of new projects which are eligible pursuant to Law 12.431 and Decree 11,964/2024 by the Company; and (i.ii) to pay fees and expenses related to the issuance and offering of the Debentures, with respect to reimbursements, limited to expenses and costs that have been incurred within a period compatible with the provisions of Law 12,431, as amended by Law No. 14,801, of January 9, 2024, as amended; being the final terms and conditions of the referred issuance subject to a new approval by this Board of Directors upon the effective conclusion of the negotiation of specific conditions of the issuance and of the deed, distribution agreement and other relevant documents; **(ii) approve**, by unanimous vote, the execution, by the Company, of a swap operation of the entire notional amount resulting from the Debentures’ issuance, from IPCA + spread to CDI +/- spread; **(iii) ratify**, by the majority of vote of the attending members of the Board of Directors, considering that the Board members related to Itaúsa did not participated in the discussion and voting of the matter (pursuant to item 6.1.6 of the Shareholders' Agreement and section 3.2 of the Company's Related Party Transactions Policy), the extraordinary approval by Board of Directors, on April 4<sup>th</sup>, 2025, regarding the execution of the Custody Services Agreement with Itaú Unibanco S.A. to act as custodian of the notes, in Euroclear system, issued by ICO (Instituto de Crédito Oficial), related to Spain

Government; and **(iv) authorize**, by unanimous vote, the Company's Executive Board to perform all acts necessary for the execution of the previous deliberation. **5. MINUTE'S DRAWN-UP AND READING**: the Chairman suspended the meeting for the time necessary to the minute to be drawn up and after read, which were found to be in order. **6. ATTENDING BOARD MEMBERS**: Marcos Pinto Almeida, Fernando Ziziotti, Marcel Jun Tamura, Jianyue Zhang, Paraskevas Fronimos, Frederico Pascowitch, Bruno Henrique Lopez Lima and Wong Loon.

Rio de Janeiro, June 12<sup>th</sup>, 2025

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**Marcos Pinto Almeida**  
Chairman

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**Fernando Ziziotti**  
Secretary