



AXIA ENERGIA

PNR's Redemption

Rio de Janeiro, December 19, 2025, AXIA Energia, further to the Notice to Shareholders and Material Fact disclosed on December 8, 2025, announces that, as resolved at the Extraordinary General Meeting held on this date, the compulsory redemption of the class "R" preferred shares - PNR ("Redemption") was approved.

The Redemption will be carried out on a compulsory and automatic basis, immediately after the completion of the mandatory conversions of all currently outstanding preferred shares issued by the Company, at the price of R\$ 1.2994705188032 per redeemed PNR share ("Redemption Value").

For purposes of the Redemption, the shareholding position as of the end of December 19, 2025 will be considered as the record date. The payment of the Redemption Value will be made in Brazilian currency, in a single installment, on January 13, 2026.

1. Brazilian resident investors

Any gains realized by shareholders holding PNR shares who are residents in Brazil, including individuals and legal entities, investment funds or other entities, as a result of the Redemption may be subject to the levy income tax and other taxes, pursuant to the legal and regulatory rules applicable to each category of investor. Such shareholders are responsible for consulting their own advisors to assess the applicable taxation and for payment of any taxes due.

2. Non-resident investors

Pursuant to applicable law, the Company may withhold a portion of the amount payable to shareholders who are not resident in Brazil, in an amount corresponding to the withholding income tax - IRRF levied on any capital gain determined as a result of the Redemption.

The capital gain will correspond to the positive difference, if any, between:

- the Redemption Value; and
- the acquisition cost of the Company's shares held by the non-resident investor.

The IRRF will be withheld and collected by the Company in accordance with the legal and regulatory rules applicable to each type of non-resident investor, subject to the following rates:

- (i) 15%,
- (ii) 15% to 22.5%, or
- (iii) 25%, in the case of a shareholder resident in a country or dependency with favorable taxation, pursuant to the legislation and regulations of the Brazilian Federal Revenue Service. Any withholding IRRF that may be withheld and paid by the Company will be deducted from the amount payable to shareholders as the Redemption Value.

In order to enable the calculation of any capital gain, non-resident shareholders must complete and electronically submit to the Company, directly or through their custody agents, the template spreadsheet attached hereto as **Schedule I** to this Notice to Shareholders.

The spreadsheet must be completed and sent by e-mail to the following electronic address: resgate@axia.com.br, with the subject line "PNR Redemption – Capital Gain," together with proper and supporting documentation evidencing the reported acquisition cost (e.g., broker statements), which must be attached to the same email. The information and documents must be sent to the Company by **6:00 p.m. on January 2, 2026**.



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The Company will rely exclusively on the information and documents provided by the shareholders for purposes of calculating the capital gain, and such shareholders shall be fully responsible for the truthfulness, accuracy and completeness of the information provided.

Pursuant to the applicable legislation and regulations of the Brazilian Federal Revenue Service, the Company will:

- (i) deem the acquisition cost to be zero for non-resident shareholders who fail to submit the information and supporting documentation within the deadline and in the manner indicated above; and
- (ii) apply a 25% tax rate to the gains of non-resident shareholders who fail to inform their country or dependency of residence or tax domicile.

For additional clarifications, shareholders may contact the Company's Investor Relations department at the e-mail ri@axia.com.br.

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