

A woman in profile, facing left, wearing a white MSA hard hat with a headlamp, safety glasses, and an orange high-visibility safety suit. The suit has a name tag that says 'GABRIEL A+', a 'PRIO' logo, and a pocket with a Brazilian flag and pens. She is standing against a background of a cloudy sky and the ocean. The text 'PRIO' is overlaid in large white letters on the left side of the image.

PRIO

EXTRAORDINARY GENERAL MEETING

MANAGEMENT PROPOSAL AND
GUIDELINES FOR ATTENDING

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Guidelines for attending the **Meeting**



When

Friday, October 25, 2024,
at 17:30

We recommend arriving one hour early.

Where

The Meeting will take place in-person at the Company's headquarters, at Praia de Botafogo, 370, Botafogo, Rio de Janeiro/RJ.

Shareholder attendance

In person or by way of duly appointed proxy. Each shareholder may be represented by no more than one proxy.

Message from Management

Dear shareholders,

At PRIO, we believe efficiency is a key pillar of success and an important benchmark for the sustainability of our business. We are constantly improving our practices, with a keen focus both inside and outside the organization to identify opportunities for growth and enhancement.

In 2023, we ramped up our commitment to strengthening corporate governance: we established two new advisory committees to the Board of Directors, revised the Compensation Policy, and restructured the Stock Option Plan.

In 2024, we have continued to focus on this agenda, deepening our dialog with stakeholders on various topics, including our compensation practices. This engagement has brought new perspectives to the Compensation Committee regarding industry trends in oil and gas and the broader market.

The Meeting has been called as a result of this feedback, aiming to align with market practices and regulatory guidelines. It underscores our commitment to transparency and strengthens the trust we have built with our stakeholders.

We are committed to understanding the needs and priorities of all those impacted by our business. Our vision for the future is clear and well-planned, grounded in transparent governance that aligns with the interests of our investors.

On behalf of the Board of Directors, I express my gratitude for the ongoing support of our employees, shareholders, suppliers and other partners. We remain confident and motivated in leading PRIO on the path to success.

Nelson Queiroz Tanure

Chairman of the Board of Directors



Proposal for changing the **compensation** approval method from cash basis to accrual basis

Comments of the Compensation Committee

Compensation has been a fundamental part of PRIO's organizational development. Throughout 2023, we made significant changes to the Company's compensation model, consolidating the variable compensation program as an effective tool for increasing the engagement of our leadership.

In 2024, the Company maintained ongoing dialog with its key stakeholders, aiming, among other objectives, to ensure that compensation practices align with investor expectations, regulatory guidelines and market trends. Throughout the year, the PRIO CEO, the Investor Relations team and other executives held meetings with the Company's investors. Contributions were evaluated at these meetings, particularly regarding the approval method for the variable compensation of the Company's executive officers.

In this process, we conducted studies on compensation practices adopted by Brazilian companies and found that almost all of them apply the accrual basis for calculating and

determining the management compensation cap. We are therefore submitting to the Board of Directors this proposal to modify the method for approving variable compensation, switching from a cash basis to an accrual basis.



The payment of variable compensation to our officers is based on the achievement of pre-established and quantifiable budgetary and operational targets for the baseline year. Once these targets are assessed, they determine the amount of variable compensation to be paid to each officer.

Until the 2024 Annual General Meeting ("**2024 AGM**"), the amount of annual variable compensation for the Company's officers was subject to approval of the next year's Annual General Meeting (and paid the same year) based on the performance in the previous financial year (**cash basis**).

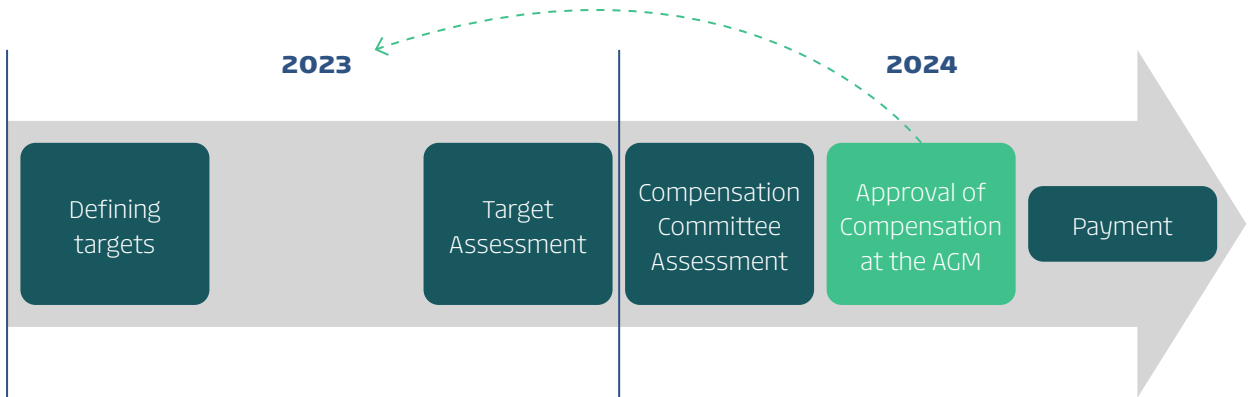
For this reason, the cap on the overall annual compensation for executives, approved at the 2024 AGM, included the amounts that would be owed to the officers as variable compensation based on the Company's performance and the individual performance of each officer during **FY 2023** (in line with the targets and other parameters defined for that period).

This Extraordinary General Meeting is proposing that, from now on, the compensation cap for the current year be approved in accordance with the Company's Compensation Policy. Payment will be made the following year, based on the performance of each officer as determined by the Compensation Committee (**accrual basis**).



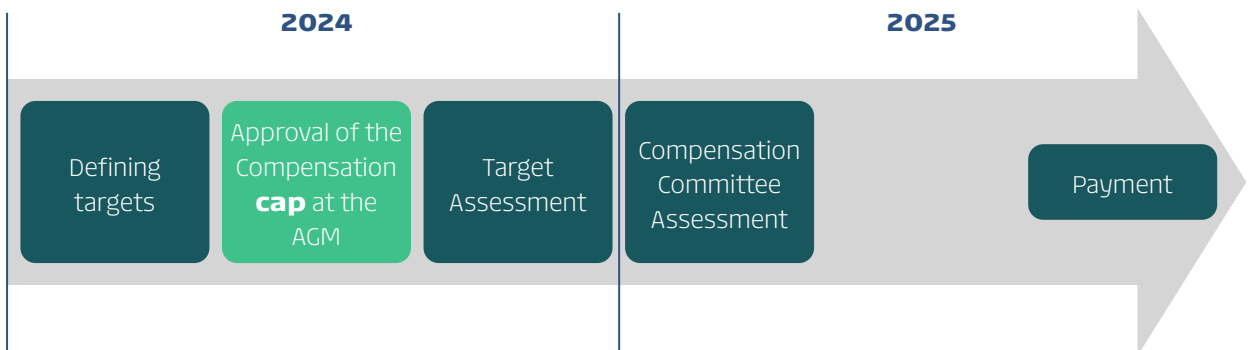
The figure below illustrates the process and key stages of the variable compensation planning cycle for PRIO's officers, in effect until the 2024 AGM:

Methodology in effect until the 2024 AGM (cash basis)



The figure below illustrates the process and key stages of the **new** variable compensation planning cycle being proposed for PRIO's officers:

**New Methodology:
Changing from cash to accrual basis (forward-looking)**



The proposed adjustment consists of a mere alignment of the approval referential for the variable compensation for executives (based on the accrual basis), and **does not entail any additional cash outflow** in this financial year. Due to this change, the new compensation cycle will use the officers' potential performance in the current financial year as the basis for defining their variable compensation, rather than their actual performance in the previous financial year.

Owing to the new referential, the amount submitted to the General Meeting as variable compensation will represent the maximum **limit of variable** compensation attributable to the executive board for the financial year in which the Annual General Meeting approves said cap on annual compensation. The amount actually paid may vary between zero and the established cap, depending on the results of the collective and individual targets assessed at the end of the financial year in question.



Variable compensation for the **Executive Board** planned for 2024

In light of the changes described in the previous pages, it is proposed that FY 2024 serves as a transition year from the previous compensation basis to the new one. This will involve adjusting the amount of overall compensation approved at the 2024 Extraordinary General Meeting (EGM) to include the cap on variable compensation that may be paid **at the beginning of 2025** (based on 2024 performance) to officers, based on the performance of the Company and each officer in FY 2024.

This is because the variable compensation approved at the 2024 AGM was based on FY **2023**, according to the previously used methodology (**cash basis**).

The implementation of this "transition" will allow the overall compensation approved at the 2025 Annual General Meeting to factor in the work performed in FY 2025 (2025 accrual period).

In light of the above, on October 03, 2024, the Board of Directors approved the submission to this Extraordinary General Meeting of the adjustment to the overall compensation for Company management set at the 2024 AGM, to include an additional amount of up to R\$ 160,000,000.00 (one hundred and sixty million Reais) as variable compensation for the 2024 accrual period, to be allocated at the beginning of 2025.

The adjustment to the overall annual compensation approved at the 2024 AGM, to include the variable compensation for the 2024 accrual period (to be paid in early 2025), will result in the cap set at the 2024 AGM rising from R\$ 178,803,338.00 (one hundred seventy-eight million, eight hundred three thousand, three hundred and thirty-eight Reais) to **up to** R\$ 338,803,338.00 (three hundred thirty-eight million eight hundred three thousand three hundred thirty-eight Reais), as detailed in the following tables:

The cap on variable compensation for FY 2024 will only be allocated to each officer **starting in 2025**.

PRIO S.A. (PARENT COMPANY)		
Compensation element	Board of Directors	Executive Board
Fixed compensation	R\$ 1,920,000.00	R\$ 1,950,000.00
Benefits	-	R\$ 370,800.00
Bonus	-	R\$ 32,418,000.00
		2023 ⁽¹⁾ R\$ 16,209,000.00
		2024 ⁽²⁾ R\$ 16,209,000.00
Share-based payment		R\$ 147,582,000.00
		2023 ⁽³⁾ R\$ 73,791,000.00
		2024 ⁽⁴⁾ R\$ 73,791,000.00
Other	R\$ 13,068,138.00	-
TOTAL	R\$ 14,988,138.00	R\$ 182,320,800.00

COMPENSATION OF PRIO S.A. SUBSIDIARIES	
Compensation element	Subsidiaries' Executive Board
Fixed compensation	R\$ 1,300,000.00
Benefits	R\$ 194,400.00
Bonus	R\$ 26,580,500.00
	2023 ⁽¹⁾ R\$ 13,290,250.00
	2024 ⁽²⁾ R\$ 13,290,250.00
Share-based payment	R\$ 113,419,500.00
	2023 ⁽³⁾ R\$ 56,709,750.00
	2024 ⁽⁴⁾ R\$ 56,709,750.00
Other	-
TOTAL	R\$ 141,494,400.00

⁽¹⁾ Approved at 2024 AGM. Short-term variable compensation (in cash), related to the performance of targets set for the 2023 cycle, paid in **April 2024**.

⁽²⁾ Subject to this Extraordinary General Meeting (EGM). Cap on short-term variable compensation (in cash), related to the performance of targets set for the 2024 cycle, to be paid in **February 2025**.

⁽³⁾ Approved at the 2024 AGM. Long-term variable compensation granted in 2024 (through the granting of stock options exercisable **from 2025**), related to the performance of targets set for the 2023 cycle, with options exercised over a period of 5 years.

⁽⁴⁾ Subject to this EGM. Cap on long-term variable compensation to be granted in 2025 (through the granting of stock options exercisable **from 2026**), related to the performance of targets set for the 2024 cycle, with options exercised over a period of 5 years.



We reiterate that the proposed adjustment to the overall compensation limit for FY 2024 does not involve any additional payments to officers in the current financial year, as the Company will not exceed the cap approved at the 2024 AGM, which was already granted in April of this year.

This is a formal measure necessary to implement the new benchmark (accrual basis) for variable compensation. The difference between the overall compensation amount approved at the 2024 AGM and the amount subject to this meeting consists of the cap on variable compensation that may be paid in February 2025 to the officers of the Company and its subsidiaries, based on the targets set for the year 2024.

The variable compensation that is now part of the overall annual compensation approved at the 2024 AGM represents **the cap** on what may be paid **in 2025** to the officers of the Company and its subsidiaries, based on the performance of PRIO and each officer in FY 2024.

Variable compensation history 2023-2024

The proposed cap on variable compensation for FY 2024 is in line with previous years, identical to the variable compensation related to the 2023 targets (which was approved at the 2024 AGM):

	2023 ⁽¹⁾	2024 (cap) ⁽²⁾
PRIO Executive Board	R\$ 90,000,000.00	R\$ 90,000,000.00
PRIO Subsidiaries Executive Board	R\$ 70,000,000.00	R\$ 70,000,000.00
TOTAL	R\$ 160,000,000.00	R\$ 160,000,000.00

(1) Approved at the 2024 AGM, according to the methodology in effect at that time. Variable compensation determined based on the assessment of the targets for FY 2023, paid starting in 2024 (cash bonus paid in April 2024 and share-based compensation granted in 2024, with options being exercised over 5 years, starting in 2025).

(2) Cap on estimated variable compensation for work performed in FY 2024, subject to this EGM, payable starting in 2025 (cash bonus to be paid in February 2025 and share-based compensation to be granted in 2025, with options being exercised over 5 years, starting in 2026).

This proposed rectification was prepared by the Company's Compensation Committee based on shareholder demands and the elements set out in the Compensation Policy and submitted to the Board of Directors.

In this process, the Compensation Committee considered a set of factors including:

- The outcome of the active engagement with shareholders and stakeholders
- Market practices regarding the methodology adopted for approving the annual compensation for executives

- The alignment of the proposed variable compensation cap with PRIO's future expectations as a business unit, aimed at creating long-term value, particularly for FY 2024, and
- Competitiveness with compensation programs adopted by our comparable peers.

Compensation under the **accrual basis** (*proforma*) for comparative purposes

Considering the year of transition from the cash basis to the accrual basis for approving compensation and for the sole purpose of facilitating a comparative analysis, the Company is presenting the total overall compensation for executives, using **2024** as the sole baseline period, (i.e., compensation that will be paid in 2025 - *proforma*):

PRIO S.A. (PARENT COMPANY)		
Compensation element	Board of Directors	Executive Board
Fixed compensation	R\$ 1,920,000.00	R\$ 1,950,000.00
Benefits	-	R\$ 370,800.00
Bonus ⁽¹⁾	-	R\$ 16,209,000.00
Share-based compensation ⁽²⁾	-	R\$ 73,791,000.00
Other	R\$ 13,068,138.00	-
TOTAL⁽³⁾	R\$ 14,998,138.00	R\$ 92,320,800.00

⁽¹⁾ Amount based on the 2024 accrual period. This represents the cap on short-term variable compensation, to be paid in **February 2025** to the Company's officers in cash, related to the performance of targets set for the 2024 cycle.

⁽²⁾ Amount based on the 2024 accrual period. Cap on long-term variable compensation to be **granted in 2025** through the granting of PRIO stock options related to the performance of targets set for the 2024 cycle, with options exercised over a period of 5 years (from 2026).

⁽³⁾ This presentation is for informational and comparative purposes only and is not subject to approval at this EGM.

COMPENSATION OF PRIO S.A. SUBSIDIARIES

Compensation element	Subsidiaries' Executive Board
Fixed compensation	R\$ 1,300,000.00
Benefits	R\$ 194,400.00
Bonus ⁽¹⁾	R\$ 13,290,250.00
Share-based compensation ⁽²⁾	R\$ 56,709,750.00
Other	-
TOTAL⁽³⁾	R\$ 71,494,400.00

⁽¹⁾ Amount based on the 2024 accrual period. Cap on short-term variable compensation, to be paid in **February 2025** to the officers of the Company's subsidiaries (in cash), related to the performance of targets set for the 2024 cycle.

⁽²⁾ Amount based on the 2024 accrual period. Cap on long-term variable compensation to be **granted in 2025** through the granting of PRIO stock options related to the performance of targets set for the 2024 cycle, with options exercised over a period of 5 years (from 2026).

⁽³⁾ This presentation is for informational and comparative purposes only and is not subject to approval at this EGM.

Upon analyzing the total amount of overall annual compensation concentrated within its respective benchmark period (the year 2024), it is clear that the new values remain compatible with those paid by our peers, particularly by companies competing in the segments in which the Company operates, Brazilian multinationals, and publicly traded companies or those with compensation strategies similar to those practiced by the Company.



For comparability purposes and without implying approval, the total overall compensation for executives, using the **2023** financial year as the sole benchmark period (i.e., amounts granted in 2024, proforma), is also presented below:

PRIO S.A.		
Compensation element	Board of Directors	Executive Board
Fixed compensation	R\$ 1,920,000.00	R\$ 1,950,000.00
Benefits	-	R\$ 370,800.00
Bonus ⁽¹⁾	-	R\$ 16,209,000.00
Share-based compensation	R\$ 11,218,240.00	R\$ 73,791,000.00 ⁽²⁾
Other	-	-
Total ⁽³⁾	R\$ 13,138,240.00	R\$ 92,320,800.00

⁽¹⁾ Amount based on the 2023 accrual period. Short-term variable compensation paid in **April 2024** to the Company's officers (in cash), related to the performance of targets set for the 2023 cycle.

⁽²⁾ Amount based on the 2023 accrual period. Long-term variable compensation to be **granted in 2024** through the granting of stock options related to the performance of targets set for the 2023 cycle, with options exercised over a period of 5 years (from 2025).

⁽³⁾ This presentation is for informational and comparative purposes only and is not subject to approval at this EGM.



COMPENSATION OF PRIO S.A. SUBSIDIARIES

Compensation element	Subsidiaries' Executive Board
Fixed compensation	R\$ 1,300,000.00
Benefits	R\$ 194,400.00
Bonus ⁽¹⁾	R\$ 13,290,250.00
Share-based compensation ⁽²⁾	R\$ 56,709,750.00
Other	-
TOTAL⁽³⁾	R\$ 71,494,400.00

⁽¹⁾ Amount based on the 2023 accrual period. Short-term variable compensation paid in **April 2024** to the officers of the Company's subsidiaries (in cash), related to the performance of targets set for the 2023 cycle.

⁽²⁾ Amount based on the 2023 accrual period. Long-term variable compensation to be **granted in 2024** through the granting of PRIO stock options related to the performance of targets set for the 2023 cycle, with options exercised over a period of 5 years (from 2025).

⁽³⁾ This presentation is for informational and comparative purposes only and is not subject to approval at this EGM.

The shift from the cash basis to the accrual basis for compensation approval caters to investor demands and aligns the Company's compensation model with the method most commonly used by other companies in the market (accrual basis). This ensures compliance with regulatory reporting obligations **without implying additional cash outflows in the current financial year.**



General provisions

See below the requisites and information for attending the Extraordinary General Meeting.

What is the quorum for convening the meeting?

In accordance with Article 125 of Brazilian Corporation Law, shareholders holding at least 1/4 (one quarter) of the Company's total voting shares must be in attendance to establish the quorum to open the General Meeting.

How does the voting right work?

Under Article 6 of the PRIO Corporate By-laws, each common share issued by the Company grants its holder the right to one vote on resolutions at this Extraordinary General Meeting.

What documents are needed to attend the Meeting?

Individual shareholders

- Supporting document issued by the financial institution holding the shares they own or are in its custody; and/or in respect of participants in the fungible custody of registered shares, the statement showing the respective equity interest dated at least 2 (two) working days before the Extraordinary General Meeting takes place.
- Original photo identification document (RG, RNE, CNH or an officially recognized professional ID card).
- The proxy of an individual shareholder must also present the following documents: (i) power of attorney granted no more than one year before the date of the Extraordinary General Meeting, vesting the representative with special powers, who, in the case of an individual shareholder, must be another shareholder, a company executive, lawyer, financial institution, or investment fund manager representing the co-owners, with signatures authenticated at a registry office and (ii) original photo identification document of the proxy (RG, RNE, CNH or an officially recognized professional ID card).

Corporate shareholders

- Supporting document issued by the financial institution holding the shares they own or are in its custody; and/or in respect of participants in the fungible custody of registered shares, the statement showing the respective equity interest dated at least two working days before the Extraordinary General Meeting takes place.
- Copy of the current version of the bylaws, articles of organization or consolidated constitutive acts, duly registered at the competent body (Board of Trade or Civil Registry of Legal Entities).
- Copy of the corporate documentation demonstrating the representation powers of the legal representative(s) present at the Extraordinary General Meeting (e.g., minutes from the election of the legal representative or the person who signed the power of attorney, if applicable).
- Originals of the photo identification documents of the legal representative(s) present at the Extraordinary General Meeting (RG, RNE, CNH or an officially recognized professional ID card).
- The proxy of a corporate shareholder must also present the following documents: (i) a power of attorney granted no more than one year before the date of the Extraordinary General Meeting, vesting the representative with special powers, with signatures authenticated at a registry office and (ii) original photo identification document of the proxy (RG, RNE, CNH or an officially recognized professional ID card).

Shareholder established as an investment fund

- Supporting document issued by the financial institution holding the shares they own or are in its custody; and/or in respect of participants in the fungible custody of registered shares, the statement showing the respective equity interest dated at least two working days before the Extraordinary General Meeting takes place.
- Proof of status as executive or manager of the investment fund or equivalent abroad (following the fund's voting policy) awarded to the person representing it at the Extraordinary General Meeting, or who has granted powers to the agent.
- Copy of the current version of the investment fund's consolidated regulations.
- Copy of the current version of the bylaws or consolidated constitutive act of the fund executive or manager, duly registered at the competent body (Board of Trade or Civil Registry of Legal Entities).
- Copy of the corporate documentation of the fund executive or manager demonstrating the representation powers of the legal representative(s) present at the Extraordinary General Meeting (e.g., minutes from the election of the legal representative or the person who signed the power of attorney, if applicable).
- Originals of the photo identification documents of the legal representative(s) present at the Extraordinary General Meeting (RG, RNE, CNH or an officially recognized professional ID card).
- The agent of a shareholder established as an investment fund should also present the following documents: (i) a power of attorney granted no more than one year before the date of the Extraordinary General Meeting, vesting the representative with special powers, with signatures authenticated at a registry office and (ii) original photo identification document of the proxy (RG, RNE, CNH or an officially recognized professional ID card).

Overseas documents

- The signatures and documents indicated above that are foreign or have been prepared abroad must be duly notarized and consularized or apostilled, as applicable. If the document has been prepared in a language other than Portuguese, a certified translation into Portuguese must also be provided.

How should the documents be sent?

Shareholders shall submit the documents in digital form by 5:30 p.m. on October 23, 2024, via email to the Company's Investor Relations Department (ri@prio3.com.br), under the subject heading "OCTOBER 2024 AGM - Documents for Admission - SHAREHOLDER'S NAME".

A shareholder who attends the Extraordinary General Meeting bearing the required documents by the time of the opening of the Extraordinary General Meeting may attend and vote at the EGM, even if they have failed to send them in advance.

Where are the Meeting materials available?

Information and other documents required by CVM Resolution 81/2022 regarding the matters to be resolved at the Extraordinary General Meeting are available to shareholders at PRIO's head office and on the website of the Company (www.ri.prio3.com.br), the Brazilian Securities Commission (www.gov.br/cvm) and B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br).

Request for Document submission. Shareholders may request the convening documents for the EGM made available by the Company on this date to be sent via email by sending an email to the Investor Relations Department (ri@prio3.com.br).



PRIO





PRIO S.A.

CNPJ [EIN] 10.629.105/0001-68

NIRE 33.3.0029084-2

PUBLICLY-HELD COMPANY

**EXTRAORDINARY GENERAL MEETING
TO BE HELD ON OCTOBER 25, 2024**

MANAGEMENT PROPOSAL

Pursuant to Resolution 81 of the Brazilian Securities and Exchange Commission, dated March 29, 2022, as amended ("CVM Resolution 81/2022"), the Management of PRIO S.A. ("PRIO" or "Company") hereby presents the Management Proposal for the matter to be resolved at the Company's Extraordinary General Meeting to be held on first call on **October 25, 2024 at 5:30 p.m.**, on site, at the Company's headquarters building, located at Praia de Botafogo, n° 370, Botafogo, CEP 22.250-040, in the city of Rio de Janeiro, state of Rio de Janeiro.

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Call Notice

(Meeting Agenda)

PRIO S.A.

CNPJ [EIN] 10.629.105/0001-68

NIRE 33.3.0029084-2

PUBLICLY-HELD COMPANY

CALL NOTICE

EXTRAORDINARY GENERAL MEETING

The shareholders of PRIO S.A. ("PRIO" or "Company") are invited to participate in the Company's Extraordinary General Meeting to be held on **October 25, 2024, at 5:30 pm**, in person, at the Company's headquarters building, located at Praia de Botafogo, n° 370, Botafogo, CEP 22.250-040, in the city of Rio de Janeiro, state of Rio de Janeiro ("Extraordinary General Meeting" or "Meeting"), to resolve on the rectification of the global compensation of the Company's managers (members of the Executive Board and the Board of Directors) for the fiscal year 2024, in accordance with the Management Proposal.

Information to shareholders:

1. Documents referring to the EGM. The information and other documents provided for in CVM Resolution 81, dated March 29, 2022 ("CVM Resolution 81/2022"), referring to the matter to be resolved at the EGM, particularly the Management Proposal, are available to shareholders at PRIO's registered office and on the website of the Company (www.ri.prio3.com.br), of the Brazilian Securities and Exchange Commission (www.gov.br/cvm) and of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br).
2. Documents for participation in the EGM. In accordance with Article 13 of the Company's Bylaws, and with Article 126 of Law 6.404, of December 15, 1976 ("Corporation Law"), to be admitted to the EGM, the shareholder (or its legal representative) must present, at least forty-eight (48) hours before the start of the EGM, the following documents:
 - a) **shareholder - individual: (i)** proof issued by the depositary financial institution of the book-entry shares held or in custody; and/or, in the case of a shareholder participating in the fungible custody of nominative shares, the statement containing the respective shareholding, dated up to two (2) business days

before the EGM; **(ii)** original identification document with photo (RG, RNE, CNH or even an officially recognized professional class card); and **(iii)** in case of participation by means of an attorney-in-fact, all documents listed in item “(d)” below;

- b) shareholder - legal entity:** **(i)** proof issued by the depositary financial institution of the book-entry shares held or in custody; and/or, in the case of a shareholder participating in the fungible custody of nominative shares, the statement containing the respective shareholding, dated up to two (2) business days before the EGM; **(ii)** copy of the current version of the Bylaws, Articles of Association or consolidated Articles of Incorporation, duly registered with the competent body (Board of Trade or Civil Registry of Legal Entities); **(iii)** copy of the corporate documentation that proves the powers of representation of the legal representative(s) present at the EGM (e.g., minutes of election of the legal representative or the person who signed the power of attorney, if applicable); **(iv)** original identification documents with photo of the legal representative(s) present at the EGM (RG, RNE, CNH or even an officially recognized professional class card); and **(v)** in case of participation by means of an attorney-in-fact, all documents listed in item “(d)” below;
- c) shareholder in the form of an investment fund:** **(i)** proof issued by the depositary financial institution of the book-entry shares held or in custody; and/or, in the case of a shareholder participating in the fungible custody of nominative shares, the statement containing the respective shareholding, dated up to two (2) business days before the EGM; **(ii)** proof of capacity of administrator or manager of the investment fund or equivalent abroad (in compliance with the Fund’s vote policy) granted to the person who represents him/her at the EGM, or who has granted the powers to the attorney-in-fact; **(iii)** copy of the current version of the investment fund’s consolidated regulations; **(iv)** copy of the current version of the fund’s administrator or manager consolidated regulations, duly registered with the competent body (Board of Trade or Civil Registry of Legal Entities); **(v)** copy of the corporate documentation of the fund’s administrator or manager that proves the powers of representation of the legal representative(s) present at the EGM (e.g., minutes of election of the legal representative or the person who signed the power of attorney, if applicable); **(vi)** original identification documents with photo of the legal representative(s) present at the EGM (RG, RNE, CNH or even an officially recognized professional class card); and **(vii)** in case of

participation by means of an attorney-in-fact, all documents listed in item “(d)” below; and

- d) shareholder represented by an attorney-in-fact:** if the shareholder chooses to be represented by an attorney-in-fact at the EGM, in addition to the documents listed in items “(a)”, “(b)” or “(c)” above (as the case may be), the following documents must be presented: **(i)** power of attorney granted, at most one (1) year before the date of the EGM, granting special powers to the representative, who, in the case of an individual shareholder, must be another shareholder, Company’s manager, lawyer, financial institution or investment fund manager representing the unitholders, with the signatures recognized by a notary’s office; and **(ii)** original identification document with photo (RG, RNE, CNH or even an officially recognized professional class card).

Foreign documents or documents from abroad: the signatures and documents indicated above that are foreign or have been prepared abroad must be duly notarized, consularized or apostilled, as the case may be. If the document has been prepared in a language other than Portuguese, its sworn translation into Portuguese must also be provided.

Submission method: the documents listed above must be sent by the shareholders in digital copies, up to 5:30 p.m. on October 23, 2024, by means of an electronic message sent to the email address of the Company’s Investor Relations Department (ri@prio3.com.br), indicating, as the subject of the email “OCTOBER 2024 EGM – Documents for Admission – SHAREHOLDER NAME.”

Notwithstanding the foregoing, the shareholder who attends the EGM with the documents listed in this Call Notice until the opening of the EGM’s work may participate and vote at the EGM, even if he/she has failed to send them previously.

3. Request for Sending Documents. The shareholder may request the submission, by email, of the EGM notice documents made available on this date by the Company, by sending an electronic message addressed to the Company’s Investor Relations Department (ri@prio3.com.br).

Rio de Janeiro, October 4, 2024

Nelson de Queiroz Sequeiros Tanure

Chairman of the Board of Directors



Rectification proposal of the global compensation of the Company's managers (members of the Executive Board and Board of Directors) for the fiscal year 2024

(Details of the rectification proposal and Section 8 of the Reference Form – Art. 13, item I, of CVM Resolution 81/2022)

Throughout the year 2024, the Company maintained ongoing dialogue with its key stakeholders, aiming, among other objectives, to ensure that its compensation practices are aligned with investor expectations, regulatory guidelines, and market trends. As part of this process, the Compensation Committee carried out market studies on the remuneration practices adopted by Brazilian companies and found that almost all of them adopt the accrual basis for the purposes of calculating and setting the limit on the remuneration of Officers to be submitted to the Ordinary General Meeting (i.e., considering as the compensation limit the amount owed in exchange for work performed during the fiscal year in which the compensation is approved, with payment occurring in the following year).

As a result, the Compensation Committee recommended that the Board of Directors modify the reference used to calculate the variable remuneration of the members of the Company's Executive Board and its subsidiaries, with the main objective of aligning more closely with executive market practices and the interests of PRIO's stakeholders.

Following the Board of Directors' assessment, it was deemed appropriate to adjust the limit of the global compensation of the Company's management for 2024, so that the new methodology applies to the remuneration of the current year, as explained below.

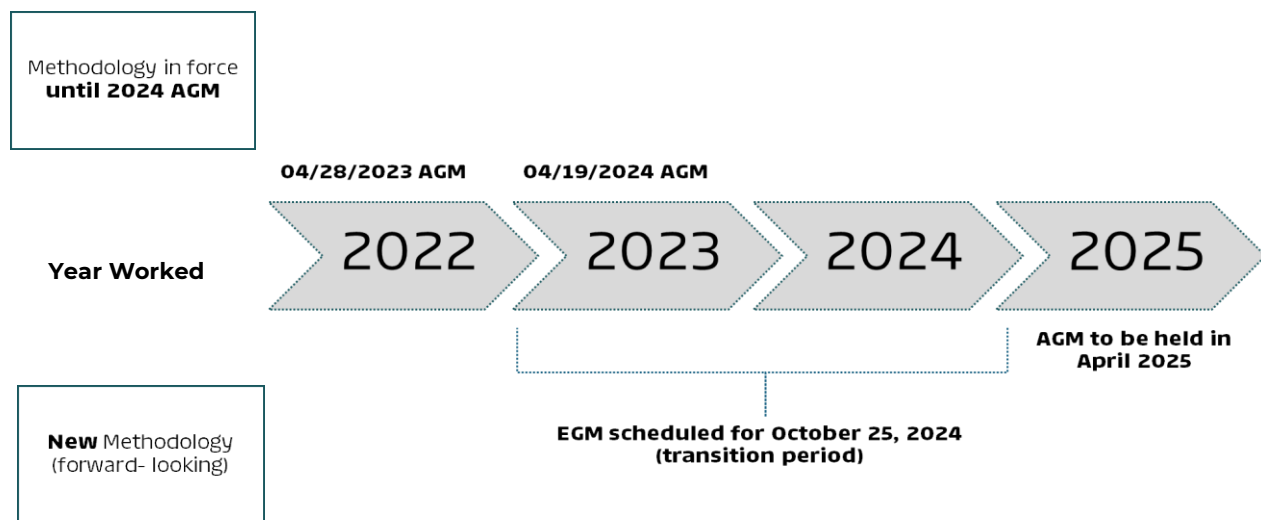
In view of the above, at a meeting held on October 3, 2024, the Board of Directors resolved to propose to the Company's General Meeting the rectification of the limit on the global compensation of the Company's managers for the year 2024, which had been approved at the Ordinary General Meeting held on April 19, 2024 ("2024 AGM").

Details of the change in variable remuneration methodology

The annual global remuneration of the Company's managers and those of its subsidiaries was previously calculated considering, as a reference for the variable remuneration of the Officers, the defined targets and the actual performance of the Company and each Officer in the fiscal year preceding the Ordinary General Meeting that deliberated on its approval. For this reason, the annual global remuneration approved at the 2024 AGM considered the amounts that would be due to the Officers as variable remuneration based on the

Company's performance and the individual performance of each Officer in the 2023 fiscal year (according to the targets and other parameters set for that year).

With the modification to the methodology for calculating the variable remuneration, the annual global compensation of management will no longer consider, as a reference, the targets and actual performance of the Company and each Officer in the **previous** year of the Ordinary General Meeting that deliberated on its approval; but rather the targets of the Company and of each Officer for the **current** year, for which the management's annual global remuneration is being proposed (i.e., the year in progress when the Ordinary General Meeting that resolves on the global remuneration limit is held):



The change of the remuneration reference aims to (i) foster a more accurate alignment between the Company's remuneration model, market practices and regulatory guidelines; (ii) respond to shareholders' requests, in a way that meets investors' expectations regarding the adequacy of the managers' remuneration assumptions; (iii) enhance transparency on the matter; and (iv) ensure greater predictability on the maximum amount that may be paid as variable remuneration in the year in question, benefiting both shareholders and the broader market.

Rectification of remuneration approved at the 2024 AGM

Considering the changes described above, it was proposed that 2024 works as a "transitional year" from the previous variable remuneration reference methodology to the new one. To this end, it is necessary to adjust the limit of the global annual remuneration proposed for the year 2024 so that it considers, in addition to the variable compensation related to the 2023 targets and performance of the Company and each Officer, as well as



the variable compensation related to the targets of the Company and each Officer set for the current year (2024).

It is important to emphasize that the proposed adjustment to the annual global remuneration cap for the year 2024 will not result in additional cash disbursements during the current year, ensuring that the Company does not exceed the limit approved at the 2024 AGM. This happens since the additional amount now incorporated into the global annual remuneration consists of the maximum limit of the variable remuneration that may be paid to the Company's Officers – and to those managers of the Company who also hold positions in the Company's subsidiaries – due to the collective and individual targets set for the 2024 year, which will only be disbursed as of February 2025 (In accordance with the provisions of the Company's Remuneration Policy and Stock Option Plan).

The implementation of such “transition” will allow that, as of the year 2025, the annual global remuneration cap approved at the Ordinary General Meeting will be defined based on the targets of the Company and Officers for the same year itself of which the cap was approved, in full compliance with the usual market practices on payment of variable remuneration, with which the Company seeks to be align with.

For these reasons, the parties proposed that the limit of the annual global remuneration of the Company's management for the year 2024, set at the 2024 AGM, be rectified from one hundred and seventy-eight million, eight hundred and three thousand, three hundred and thirty-eight reais (R\$ 178,803,338.00) to **up to** three hundred and thirty-eight million, eight hundred and three thousand, three hundred and thirty-eight reais (R\$ 338,803,338.00). Of the aforementioned amount, **(i)** one hundred and ninety-seven million, three hundred and eight thousand, nine hundred and thirty-eight reais (R\$ 197,308,938.00) refers to the remuneration of the members of the Company's management granted due to the duties performed by them in the Company itself, being certain that, of the aforementioned amount, the limit of up to ninety million reais (R\$ 90,000,000.00) will only be disbursed as of 2025; and **(ii)** the amount of one hundred and forty-one million, four hundred and ninety-four thousand, four hundred reais (R\$ 141,494,400.00) refers to the remuneration of the members of the Company's management who also participates in the management of PRIO's subsidiaries, granted due to the duties performed by such managers in said subsidiaries¹, being certain that, of

¹ Although the Brazilian Securities and Exchange Commission does not require the issuing company's General Meeting to approve the remuneration paid to the managers of companies controlled by the issuing company, as of the 2024 AGM, the Company started submitting, to the scrutiny of its shareholders, the remuneration paid by its subsidiaries to professionals who are also managers of the issuing company, providing greater transparency to the matter, which directly or indirectly affects the interests of its investors.



the aforementioned amount, the limit of up to seventy million reais (R\$ 70,000,000.00) will only be disbursed as of 2025 ("Rectification Proposal").

The proposed amendment results in an increase in the limit of the annual global remuneration of management for the year 2024 in the amount of one hundred and sixty-million reais (R\$ 160,000,000.00).

Despite this being a proposal to rectify the limit on the management annual global remuneration, the adjustments refer exclusively to the remuneration of the members of the Executive Board of the Company and subsidiaries (as applicable), as they arise solely from the variable remuneration which, under the terms of the Company's Compensation Policy, is due only to members of the Executive Board.

In other words, the variable remuneration added to the global annual remuneration approved at the 2024 AGM represents the maximum limit of what may be paid to the Officers of the Company and its subsidiaries based on PRIO's performance and the achievement, by each Officer, of collective and individual targets set for the year ending December 31, 2024, and the amount actually disbursed can vary from zero up to the aforementioned limit, depending on the outcome of the targets determined at the end of the year in question.

The parties reiterate that the Rectification Proposal arises from the adaptation of the methodology for calculating variable remuneration, which currently considers, as a reference for its definition, the current year – and the maximum amount that may be paid based on the Company's performance and the achievement of the targets established for that year in question – and no longer the correct amount defined based on the verification of the performance and achievement of the targets from the previous year.

The Rectification Proposal was prepared by the Compensation Committee in response to shareholder demand and was developed in accordance with the elements outlined in the Remuneration Policy, and submitted to the Board of Directors for informational purposes and approval. In developing the Rectification Proposal, the Compensation Committee considered several factors, including (i) the outcome of active engagement with shareholders and stakeholders; (ii) market practices and regulatory guidelines regarding the methodology adopted to calculate the total annual remuneration of executives; (iii) the alignment of remuneration with the Company's future expectations for long-term value generation, particularly regarding the fiscal year of 2024; and (iv) competitiveness with remuneration programs adopted by companies of a similar size to the Company.



The amounts in question refer to the year 2024, regardless of the year they were actually assigned, paid or recognized in the Company's financial statements.

Finally, in accordance with Article 13 of CVM Resolution 81/2022, additional information on the remuneration of the members of the Board of Directors and Executive Board is available below, pursuant to section 8 of the Reference Form (Annex C of CVM Resolution 80/2022).

* * *

Rectification proposal of the global compensation of the Company's managers (members of the Executive Board and Board of Directors) for the fiscal year 2024

(Details of the rectification proposal and Section 8 of the Reference Form – Art. 13, item I, of CVM Resolution 81/2022)

8. Management remuneration

8.1. Description of the policy or practice for remuneration of the Board of Directors, of the Statutory and Non-Statutory Executive Board, of the Fiscal Council, Statutory Committees and Audit Committees, for Risk, Finance and Remuneration

(a) objectives of the remuneration policy or practice, informing whether the remuneration policy has been formally approved, the body responsible for its approval, date of approval and, if the issuer publishes the policy, locations on the world wide web where the document can be consulted

As the main independent company in the oil and gas industry with growth based on mergers and acquisitions, the Company understands that implementing effective mechanisms for attracting, motivating and retaining professionals in strategic positions, especially members of the Executive Board, the Board of Directors and their Advisory Committees, is a critical challenge for maintaining its success, aligning the remuneration policies and practices adopted with the achievement of its corporate objectives and market practices.

The Company has a Management's and Fiscal Council's Remuneration Policy under which the guidelines to be complied when establishing the remuneration of members of the Board of Directors, Fiscal Council and Executive Board, approved at a meeting of the Board of Directors held on October 31, 2023 ("Remuneration Policy"). The Remuneration Policy can be found on the website of the Company (ri.prio3.com.br) and of the Brazilian Securities and Exchange Commission (www.gov.br/cvm).

The guidelines provided for in the Remuneration Policy aim to ensure a balance between long-term business development opportunities and the fulfillment of short-term performance targets, so that the overall remuneration of management and the Fiscal Council is aligned with the Company's strategic objectives, focusing on continuity and creating value in the medium and long term. The guidelines must always be aligned with best market practices, as well as adequately rewarding the achievement of targets.

In addition to market practices in companies in sectors similar to PRIO, the Company uses, as a benchmark to define the remuneration of its administrators and members of the Fiscal Council, the responsibilities of each member, their competence,



recognition and market experience – characteristics considered critical for facing the Company's growth challenges.

In this sense, the remuneration of administrators and members of the Fiscal Council follows the following bases:

Board of Directors

The Remuneration of the Company's Board of Directors will consist of, among other modalities recommended by the Compensation Committee and/or approved by the General Meeting, fixed remuneration paid as Directors' fee.

The Directors' fee consists of periodic fees, the value of which is determined considering especially the responsibilities assumed by the board members, the time dedicated to the functions performed, their competence, reputation and services in the market.

The Company may reimburse expenses incurred by board members in carrying out their duties, such as travel, accommodation, food and/or others related to attendance at meetings of the Board of Directors.

Furthermore, as provided for in the Company's Remuneration Policy, the members of the Board of Directors must, at the beginning of each term, acquire, with own funds, shares issued by the Company in a quantity to be determined by the Compensation Committee, not lower than the equivalent of 12 times the value of their monthly Directors' fee. In conjunction with such acquisition, the members of the Board of Directors must sign a binding commitment with the Company through which they will undertake, in any event, not to sell said shares before the end of the term for which they were elected.

Fiscal Council

The remuneration of the Fiscal Council, when installed, corresponds to a fixed monthly remuneration, granted as Directors' fee, compatible with the scope and responsibility of the position, as well as other remuneration modalities recommended by the Compensation Committee and/or approved by the General Meeting, in accordance with Article 162, § 3 of the Corporation Law.

Executive Board

The remuneration of the Company's statutory and non-statutory Executive Board will consist of, among other modalities recommended by the Compensation Committee and/or approved by the General Meeting: (i) Pro Labore; (ii) indirect benefits; and (iii) variable remuneration, divided into short- and long-term components.



Pro labore corresponds to a fixed portion of the total remuneration, consisting of monthly fees, according to the scope of work and responsibilities of each position, consisting of 13 yearly installments, adjusted periodically to ensure that the total annual value does not exceed the average market share of the Company's activity segment.

Indirect benefits involve payment of: (i) health and dental care plan; (ii) meal tickets; (iii) meal assistance; (iv) life insurance; and (v) daycare-education assistance; all defined in line with market practices in the Company's activity segment.

The variable remuneration, represented by the annual bonus, corresponds to the portion of the total remuneration that allows PRIO to reward its Executive Officers for achieving the Company's financial and operational targets, in addition to individual performance targets established for the fiscal year in question, in the form of the Remuneration Policy. The value of each Director's bonus can be paid in cash and in grants of the Company's stock options, as provided for in the PRIO Stock Option Plan, approved at the General Meeting.

Audit Committee (statutory)

The members of the Audit Committee will be remunerated as established by the Board of Directors. The members of the Audit Committee who are also administrators and/or employees of the Company will not be entitled to any additional remuneration due to their participation in the Audit Committee.

Nomination Committee (statutory)

The members of the Nomination Committee will be remunerated as established by the Board of Directors. The members of the Nomination Committee who are also administrators and/or employees of the Company and its subsidiaries will not be entitled to any additional remuneration due to their participation in the Nomination Committee.

Ethics and Compliance Committee (non-statutory)

The members of the Ethics and Compliance Committee will be remunerated as established by the Board of Directors. The members of the Ethics and Compliance Committee who are also administrators and/or employees of the Company will not be entitled to any additional remuneration due to their participation in the Ethics and Compliance Committee.

Sustainability Committee (non-statutory)

The members of the Sustainability Committee will be remunerated as established by the Board of Directors. The members of the Sustainability Committee who are also

administrators and/or employees of the Company and its subsidiaries will not be entitled to any additional remuneration due to their participation in the Sustainability Committee.

Compensation Committee (non-statutory)

The members of the Compensation Committee will be remunerated as established by the Board of Directors. The members of the Compensation Committee who are also administrators and/or employees of the Company and its subsidiaries will not be entitled to any additional remuneration due to their participation in the Compensation Committee.

(b) practices and procedures adopted by the board of directors to define the individual remuneration of the board of directors and executive board, indicating:

(i) the bodies and committees of the issuer that participate in the decision-making process, identifying how they participate

The value and breakdown of the global remuneration of the members of the Executive Board, the Board of Directors and the Fiscal Council of the Company are proposed by the Compensation Committee to the Board of Directors for approval or submission to the General Meeting, in accordance with Article 152 of the Corporation Law.

The individual distribution of the total remuneration approved by the Company's shareholders is under the responsibility of the Board of Directors (both in relation to the members of the Board of Directors themselves and Officers). In relation to the members of the Executive Board, the members of the Board of Directors decide the values of the individual remuneration of such members, considering the responsibilities, time dedicated, competence and professional reputation, as well as the value of their services in the market.

To assist the Board of Directors in making decisions, the Compensation Committee's function is to analyze and give its opinion on the fixed and variable remuneration plans and benefits granted to the Administrators and members of the Company's Fiscal Council, including remuneration plans based on actions or performance, in accordance with its Internal Regulations.

(ii) criteria and methodology used to determine individual remuneration, indicating whether studies are used to verify market practices and, if so, the comparison criteria and scope of these studies

The definition of individual remuneration of the members of the Board of Directors and Executive Board depends on the financial possibilities of the Company and the individual performance of each of the administrators, and considers, in any case, the best governance practices and the generation of future value. The adequacy of the

methodology used to define the individual remuneration of administrators is made with observations of market practices and trends.

For the members of the Executive Board, the Company uses a fixed installment model below the values practiced by the market and adjusted to its financial reality, complemented with a variable remuneration linked to the achievement of results, aimed at aligning the interests of shareholders and administrators.

Only performance indicators are used to define the value of the variable remuneration of Executive Board's members. In this case, the main performance indicators used to measure the Executive officers' results are safety, oil production, cash generation, net revenue, EBITDA, lifting cost, in addition to other specific indicators and targets for each responsible executive board.

In the last fiscal years, the Company had significant improvements in its operational and financial indicators that justify the remuneration practiced by PRIO and demonstrate the alignment of interests with the Company and its shareholders. The change of some of the main operational and financial indicators can be seen below:

Operating:

Fiscal year	Annual production (boe)	Annual growth	Accumulated growth
2019	7,161,298	N/A	N/A
2020	9,730,828	35.9%	35.9%
2021	11,545,424	18.6%	61.2%
2022	14,820,348	28.4%	107.0%
2023	32,939,546	122.3%	360.0%

Fiscal year	Lifting cost	Annual growth	Accumulated growth
2019	22.9	N/A	N/A
2020	14.6	-36.3%	-36.3%
2021	13.1	-10.3%	-42.9%
2022	10.7	-19.8%	-54.2%
2023	7.5	-29.9%	-67.3%

Financial:

Fiscal year	Net revenue (R\$'000)	Annual growth	Accumulated growth
2019	1,644,346	N/A	N/A
2020	1,904,184	15.8%	15.8%

2021	4,396,003	130.9%	167.3%
2022	6,363,475	44.8%	287.0%
2023	11,905,041	87.1%	624.0%

Fiscal year	EBITDA (R\$'000)	Annual growth	Accumulated growth
2019	1,387,214	N/A	N/A
2020	1,786,548	28.8%	28.8%
2021	2,992,583	67.5%	115.7%
2022	4,770,469	59.4%	243.9%
2023	9,210,447	93.1%	564.0%

Fiscal year	Net income (R\$'000)	Annual growth	Accumulated growth
2019	842,346	N/A	N/A
2020	452,912	-46.2%	-46.2%
2021	1,333,047	194.3%	58.3%
2022	3,427,072	157.1%	306.8%
2023	5,179,905	51.1%	514.9%

The members of the Board of Directors do not have a remuneration model linked to performance indicators. Thus, performance indicators are not considered when setting the individual remuneration of the members of the Company's Board of Directors.

The Company also reiterates that the amounts paid by the Company to the members of the Management are periodically compared with the amounts paid by other companies, mainly (i) those considered as competitors of the Company, operating in the same market or similar markets as PRIO, (ii) Brazilian multinationals, and (iii) publicly-held companies or companies that have a remuneration strategy similar to that practiced by the Company, to determine the degree of competitiveness of the remuneration paid by the Company and assess the need to adjust any component of the remuneration that is misaligned with the market practices.

(iii) how often and how the board of directors assesses the adequacy of the issuer's remuneration policy

PRIO's Board of Directors periodically evaluates the adequacy of the Remuneration Policy, its practices and guidelines whenever it deems appropriate.

(c) composition of remuneration, indicating:

(i) description of the several elements that make up the remuneration, including, in relation to each of them:

(i.a) objectives and alignment of remuneration elements with the issuer's short, medium and long-term interests

Objectives of the remuneration elements

Board of Directors

- Fixed remuneration (Pro labore): the objectives of the fixed remuneration attributed to members of the Company's Board of Directors is to remunerate them for the services provided, and mainly, guarantee the attraction and retention of professionals with expertise compatible with the needs and challenges faced by the Company.
- Direct or indirect benefits: direct or indirect benefits are not paid to members of the Board of Directors.
- Share-based remuneration: the members of the Board of Directors are not covered by PRIO's Stock Option Plan, so they do not receive share-based remuneration as a result of holding the position of member of the Board of Directors.
- Variable remuneration: No variable remuneration is paid to the members of the Board of Directors due to their position as such.
- Mandatory acquisition of Company's shares: the obligation for members of the Board of Directors to acquire PRIO shares at the beginning of their terms of office and maintain them throughout the term of office, as provided for in the Remuneration Policy, aims to increase the alignment of interests of such members with the Company's shareholders.

Executive Board

- Fixed remuneration (Pro labore): the objectives of the fixed remuneration attributed to members of the Company's Executive Board is to remunerate them for the services provided, and mainly, guarantee the attraction and retention of professionals with expertise compatible with the needs and challenges faced by the Company.
- Direct or indirect benefits: The following benefits are provided, all of them provided for in line with market practices in the Company's activity segment, with the purpose of ensuring the attraction and retention of professionals with expertise compatible with the needs and challenges faced by the Company: (i) health and dental care plan; (ii) meal tickets; (iii) meal assistance; (iv) life insurance; and (v) daycare-education assistance.

- Variable remuneration: The variable remuneration paid to the Company's Directors, represented by the annual bonus, corresponds to the portion of the total remuneration that allows the Company to reward Directors for achieving PRIO's financial and operational targets, in addition to individual performance targets established for the fiscal year in question. As provided for in the Remuneration Policy, the Company divides the payment of each Director's variable remuneration into short- and long-term components, to ensure the alignment of the Directors' interests with the Company's long-term imperatives and compensate its sustainable performance. As stated in the Remuneration Policy, the variable remuneration of the Directors is paid in cash and/or through the granting of PRIO's Stock Options, in the form of the Company's Stock Option Plan.

Fiscal Council

- Fixed remuneration (Pro labore): the objective of the fixed remuneration attributed to members of the Company's Fiscal Council is to remunerate them for the services provided, with the main objective of attracting and retaining professionals with expertise compatible with the needs and challenges faced by the Company.
- Direct or indirect benefits: direct or indirect benefits are not paid to members of the Fiscal Council.
- Share-based remuneration: The members of the Fiscal Council are not covered by PRIO's Stock Option Plan, so they do not receive share-based remuneration as a result of holding the position of Fiscal Council member.
- Variable remuneration: no variable remuneration is paid to the members of the Fiscal Council due to their role as Fiscal Council member.

Audit Committee

- Fixed remuneration (Pro labore): the objective of the fixed remuneration attributed to members of the Audit Committee is to remunerate them for the services provided, with the main objective of attracting and retaining professionals with expertise compatible with the needs and challenges faced by the Company. The members of the Audit Committee who are also administrators and/or employees of the Company will not be entitled to any additional remuneration due to their participation in the Audit Committee.
- Direct or indirect benefits: direct or indirect benefits are not paid to members of the Audit Committee.

- Share-based remuneration: The members of the Audit Committee are not covered by PRIO's Stock Option Plan, so they do not receive share-based remuneration as a result of holding the position of Audit Committee member.
- Variable remuneration: No variable remuneration is paid to the members of the Audit Committee, so they do not receive variable remuneration as a result of holding the position of Audit Committee member.

Nomination Committee

- Fixed remuneration (Pro labore): the objective of the fixed remuneration attributed to members of the Company's Nomination Committee is to remunerate them for the services provided, with the main objective of attracting and retaining professionals with expertise compatible with the needs and challenges faced by the Company. The members of the Nomination Committee who are also administrators and/or employees of the Company and its subsidiaries will not be entitled to any additional remuneration due to their participation in the Nomination Committee.
- Direct or indirect benefits: direct or indirect benefits are not paid to members of the Nomination Committee.
- Share-based remuneration: The members of the Nomination Committee are not covered by PRIO's Stock Option Plan, so they do not receive share-based remuneration as a result of holding the position of Nomination Committee member.
- Variable remuneration: No variable remuneration is paid to the members of the Nomination Committee, so they do not receive variable remuneration as a result of holding the position of Nomination Committee member.

Ethics and Compliance Committee

- Fixed remuneration (Pro labore): the objective of the fixed remuneration attributed to members of the Company's Ethics and Compliance Committee is to remunerate them for the services provided, with the main objective of attracting and retaining professionals with expertise compatible with the needs and challenges faced by the Company. The Company's employees and/or administrators who are part of the Ethics and Compliance Committee will not receive any remuneration resulting from their position on such Committee.
- Direct or indirect benefits: direct or indirect benefits are not paid to members of the Ethics and Compliance Committee.

- Share-based remuneration: The members of the Ethics and Compliance Committee are not covered by PRIO's Stock Option Plan, so they do not receive share-based remuneration as a result of holding the position of Ethics and Compliance Committee member.
- Variable remuneration: No variable remuneration is paid to the members of the Ethics and Compliance Committee, so they do not receive variable remuneration as a result of holding the position of Ethics and Compliance Committee member.

Sustainability Committee

- Fixed remuneration (Pro labore): the objective of the fixed remuneration attributed to members of the Company's Sustainability Committee is to remunerate them for the services provided, with the main objective of attracting and retaining professionals with expertise compatible with the needs and challenges faced by the Company. The members of the Sustainability Committee who are also administrators and/or employees of the Company and its subsidiaries will not be entitled to any additional remuneration due to their participation in the Sustainability Committee.
- Direct or indirect benefits: direct or indirect benefits are not paid to members of the Sustainability Committee.
- Share-based remuneration: The members of the Sustainability Committee are not covered by PRIO's Stock Option Plan, so they do not receive share-based remuneration as a result of holding the position of Sustainability Committee member.
- Variable remuneration: No variable remuneration is paid to the members of the Sustainability Committee, so they do not receive variable remuneration as a result of holding the position of Sustainability Committee member.

Compensation Committee

- Fixed remuneration (Pro labore): the objective of the fixed remuneration attributed to members of the Company's Compensation Committee is to remunerate them for the services provided, with the main objective of attracting and retaining professionals with expertise compatible with the needs and challenges faced by the Company. The members of the Compensation Committee who are also administrators and/or employees of the Company and its subsidiaries will not be entitled to any additional remuneration due to their participation in the Compensation Committee.
- Direct or indirect benefits: direct or indirect benefits are not paid to members of the Compensation Committee.

- Share-based remuneration: The members of the Compensation Committee are not covered by PRIO's Stock Option Plan, so they do not receive share-based remuneration as a result of holding the position of Compensation Committee member.
- Variable remuneration: No variable remuneration is paid to the members of the Compensation Committee, so they do not receive variable remuneration as a result of holding the position of Compensation Committee member.

Alignment to Company's interests of short, medium and long terms

The guidelines and practices adopted by the Company in defining the remuneration of the members of its management, its Fiscal council and its Committees aim to balance the Company's creation of value in the short, medium and long term, always considering its financial sustainability.

In this regard, the variable remuneration model for Executive Board members is based on the achievement of the Company's financial and operational targets, so that the Company's results and the activities of the Directors directly influence the amounts to be paid as annual bonus. Thus, the alignment of the Executive Board's members with the Company's interests in the medium and long term will be the result of consistency in meeting such annual targets and the appreciation of the Company's shares.

Moreover, the payment of the Executive Board's bonus is made in cash and/or in the granting of Company's stock options, within the scope of the Company's Stock Option Plan approved at the Extraordinary General Meeting held on December 08, 2023. Thus, such Stock Option Plan aims to (i) enable the granting of long-term remuneration incentives to Company's Directors, associated with the fulfillment of previously defined targets and performance criteria; (ii) increase the engagement and sense of belonging of the Company's Directors; (iii) provide incentive for the expansion, success and achievement of the Company's corporate targets; (iv) ensure alignment between the interests of the Company, its investors and Company's Directors; and (v) provide the Company with effective mechanisms to attract, motivate and retain Directors and strategic employees for the fulfillment of the Company's medium and long-term objectives.

Despite not being subject to a target system and not receiving variable remuneration, the members of the Board of Directors must acquire and maintain, throughout their term of office, shares issued by the Company in a quantity to be determined by the Compensation Committee, not lower than the equivalent of 12 times the value of their monthly Directors' fee. This practice aims to increase the alignment of the interests of the members of the Board of Directors with the interests of the Company's shareholders.

(i.b) proportion of each item in total remuneration in the last three fiscal years

The tables below show the proportion of each element in the breakdown of the total Management remuneration, Fiscal council and Committees of the Company in the last three fiscal years:

Fiscal year ended 12/31/2023*				
Remuneration element	Board of Directors	Executive Board	Fiscal council	Audit Committee
Fixed remuneration	14.61%	3.02%	100.00%	100.00%
Variable remuneration	0%	16.24%	0.00%	0.00%
Share-based remuneration	85.39%	80.74%	0.00%	0.00%
Total	100.00%	100.00%	100.00%	100.00%

* The Company informs that, in the fiscal year in question, no remuneration was paid to the members of the Ethics and Compliance, Appointment, Remuneration and Sustainability Committees due to the exercise of the role of members of the respective Committees, considering that all members of the Committees in question are PRIO administrators or employees or have renounced their remuneration (as the case may be) and do not receive any additional remuneration due to their position on the respective Committees.

Fiscal year ended 12/31/2022*				
Remuneration element	Board of Directors	Executive Board	Fiscal council	Audit Committee
Fixed remuneration	100.00%	5.68%	100.00%	100.00%
Variable remuneration	0.00%	18.57%	0.00%	0.00%
Share-based remuneration	0.00%	75.75%	0.00%	0.00%
Total	100.00%	100.00%	100.00%	100.00%

* The Company informs that, in the fiscal year in question, no remuneration was paid to the members of the Ethics and Compliance, Appointment, Remuneration and Sustainability Committees due to the exercise of the role of members of the respective Committees, considering that all members of the Committees in question are PRIO administrators or employees or have renounced their remuneration (as the case may be) and do not receive any additional remuneration due to their position on the respective Committees.

Fiscal year ended 12/31/2021*				
Remuneration element	Board of Directors	Executive Board	Fiscal council	Audit Committee
Fixed remuneration	100.00%	13.88%	100.00%	100.00%
Variable remuneration	0.00%	23.32%	0.00%	0.00%
Share-based remuneration	0.00%	62.80%	0.00%	0.00%
Total	100.00%	100.00%	100.00%	100.00%

* The Company informs that, in the fiscal year in question, no remuneration was paid to the members of the Ethics and Compliance, Appointment, Remuneration and Sustainability Committees due to the exercise of the role of members of the respective Committees, considering that all members are PRIO administrators or employees or have renounced their remuneration (as the case may be) and do not receive any additional remuneration due to their position on the respective Committees.

(i.c) calculation and adjustment methodology for elements of the remuneration

The value and breakdown of the global remuneration of the members of the Executive Board, the Board of Directors and the Fiscal council of the Company are proposed by the Compensation Committee to the Board of Directors for approval or submission to the General Meeting, in accordance with Article 152 of the Corporation Law.

The Company carries out benchmark surveys annually in which the behavior of remuneration for companies' administrators of similar size to the Company is observed. In this process, the amounts of remuneration paid by the Company to members of the Company's Executive Board, Board of Directors and Fiscal council are compared with the amounts paid by other companies in the market, especially those competing in the segments in which the Company operates, multinational companies, publicly-held companies or companies that have a remuneration strategy similar to that practiced by the Company.

When preparing the remuneration proposal for the Company's management, the Compensation Committee analyzes the guidelines established by the remuneration strategy of these other benchmark companies and, based on this, determines the degree of competitiveness of the remuneration paid to the Company's administrators, evaluating, if necessary, the need to propose adjustments to some remuneration component.



Board of Directors

The values that make up the remuneration of the members of the Board of Directors are defined by carrying out benchmark surveys in which the behavior of remuneration for companies' administrators of similar size to the Company is observed, conducted periodically.

The Company remains committed to the responsibility and commitment to act based on ESG metrics (both general and specific) with an impact on the remuneration of the members of the Board of Directors.

Executive Board

The remuneration of the Company's directors is represented by the payment of a fixed monthly portion and a variable remuneration portion (paid in cash and/or in the granting of Company stock options), which usually represents the most relevant portion of the total remuneration of the Company's Executive Board, as can be seen from the tables in item 8.1(c) above. The variable element of remuneration of Company's directors is calculated annually and considers the targets established for the Company (collective targets) and for each member of the Executive Board (individual targets).

The objective of establishing targets is to align the interests of the Executive Board members with those of the Company, so that the achievement of targets by the Executive Board contributes directly to the Company's results.

The payment of variable remuneration is subject to the minimum achievement of the Company's performance indicators (trigger) defined and approved annually by the Company's Board of Directors, supported by the People and Performance Management.

The benefits paid to the Executive Board, on its turn, are calculated according to the practice adopted by the market, defined by benchmark surveys in which the behavior of remuneration in other Brazilian companies in the same industry and of similar size to the Company.

As detailed in item 8.4 of this Reference Form, on December 22, 2017 (amended on April 20, 2020) the new Plan was approved on December 8, 2023, replacing the Company's first Plan.

Thus, as of 2017, the Company started granting stock options issued by the Company as a mechanism for: (i) align the interests of the Executive Board members with the interests of the Company's shareholders; and (ii) retain PRIO's administrators and key employees.

Currently, the methodology for defining this portion of remuneration considers the attainment of collective and individual targets set by the Board of Directors (supported



by People and Performance Management) for the reference year, Company's results through financial indicators and the performance of each executive. It is also important highlighting that the granting of stock options has a staggered vesting period. This factor further stresses the objective of such remuneration, which is to attract and, mainly, retain executives, and also ensures the long-term alignment of directors with the Company's interests.

The Company remains committed to the responsibility and commitment to act based on ESG metrics (both general and specific) with an impact on the remuneration of the members of the Executive Board.

All components of the Executive Board's remuneration package, as well as value adjustment methodologies, are evaluated by the Compensation Committee and approved and/or ratified by the Board of Directors.

Fiscal council

The fixed remuneration of the members of the Fiscal council is represented by the payment of a fixed monthly installment, having as the benchmark 24.6% of the remuneration that, on average, is attributed to statutory directors, pursuant to §3, Article 162 of the Corporation Law, as amended, excluding benefits, representation fees, profit sharing or any other warrant that may compose the remuneration package.

The members of the Audit Committee are also legally guaranteed the right to reimbursement of travel and accommodation expenses necessary for the performance of their duties, given that the alternate members will only be remunerated in cases where they exercise the role due to vacancy, impediment or absence of the respective effective member.

Advisory committees

The members of the Audit Committee, Nomination Committee, Ethics and Compliance Committee, Sustainability Committee and Compensation Committee of the Company who are not part of the Management nor Company's employees may have their remuneration represented by the payment of a fixed monthly installment, set by the Board of Directors.

The Company remains committed to the responsibility and commitment to act based on ESG metrics (both general and specific) with an impact on the remuneration of Committee members.

(i.d) key performance indicators considered in the determination of each remuneration item and also, if applicable, indicators linked to ESG matters



For the Executive Board, the Company uses a fixed installment model below the values practiced by the market and adjusted to its financial reality, complemented with a variable remuneration linked to the achievement of results and attainment of targets by the Company and each Executive Board's member.

By the beginning of each fiscal year, the Board of Directors must establish a target compatible with the budget and an aggressive target for cash generation in the fiscal year in question, so that: (i) the granting of variable remuneration in the fiscal year in question will rely on the achievement of the cash generation target compatible with the approved budget; and (ii) the base values of the variable remuneration will be increased if the aggressive cash generation target is exceeded.

The target compatible with the budget and the aggressive cash generation target will be established based on assumptions provided for in each Company's budget cycle, such as production levels, costs and commercial terms for oil sales. The cash generation target compatible with the budget must be defined based on realistic assumptions under the Company's control. The aggressive cash generation target must include additional projections for the fiscal year in question, aiming to stimulate performance and cash generation beyond ordinary projections.

Budgetary targets will be determined considering a cause-effect relationship, based, among other indicators, on cash generation, volume of oil produced, operational efficiency, oil sales, operational costs and investments in production maintenance and expansion.

In turn, the individual performance targets defined for each Director will be established by the Company's Chief Executive Officer with the support of the People and Performance Management, based on the Company's strategic guidelines, under the assumption of ensuring alignment with PRIO's long-term imperatives and maximizing shareholder returns.

At the end of the fiscal year, the results of individual performance targets will be determined by the People and Performance Management and submitted to the Compensation Committee. The performance target indicators achieved by each Director in the fiscal year will be used to determine their variable remuneration for that year.

Considering the relevance of safety and environmental indicators for the Company, the occurrence of a fatal accident or serious environmental accident prevents the granting of variable remuneration for the respective fiscal year.

In turn, none of the elements that make up the remuneration of the members of the Board of Directors, the Fiscal council and the Company's Committees are linked to performance indicators.

(ii) reasons for the composition of remuneration

The composition of remuneration adopted by the Company are justified by its financial situation and the encouragement to achieve short and long-term results with the creation of value for shareholders.

Regarding remuneration paid to Directors, the Company's objective is to make fixed payments below that practiced by the market, adopting a remuneration composition model that concentrates a significant portion of total remuneration in variable remuneration components.

Moreover, the Company pays variable remuneration to its Directors with the purpose of linking the performance of each Director to the Company's results, particularly the appreciation of its shares and operating cash generation. The methodology is fully linked to the performance of the business and of the management member, as part of the policy of sharing risks and results adopted by the Company.

A substantial part of the Directors' variable remuneration is received upon the grant of Company's stock options, with vesting cycles of five years. This factor further stresses the objective of such remuneration, which is to attract and, mainly, retain key executives, and also ensures the long-term alignment of directors with the Company's interests.

(iii) the existence of members not remunerated by the issuer and the reason for this

The alternate members of the Fiscal council are not remunerated (since they do not carry out any activities for the Company in such position), except when they replace a sitting member.

Members of the Company's Committees who are also administrators and/or employees of the Company and/or its subsidiaries are not entitled to any additional remuneration due to their participation in the Company's Committees, as they already receive remuneration due to other functions carried out in the Company and/or its subsidiaries.

(d) existence of remunerated supported by subsidiaries or direct or indirect controlling shareholders

There is no remuneration or benefits received by the Company's administrators for exercising the position of issuer supported by subsidiaries or direct or indirect controlling shareholders of the Company.



(e) existence of any remuneration or benefit related to the occurrence of a certain corporate event, such as disposal of issuer's controlling interest

The Company's Administrators have no benefits linked to the occurrence of corporate events.

8.2. Total remuneration of the Board of Directors, Executive Board and Fiscal council

Estimated remuneration for current year - 12/31/2024 - Annual values				
	Board of Directors	Statutory Executive Board	Fiscal council	Total
Total number of members	8.00	3.00	3.00	14.00
Number of remunerated members	8.00	3.00	3.00	14.00
Annual fixed remuneration				
Salary or direct remuneration	R\$ 1,920,000.00	R\$ 1,950,000.00	R\$ 480,000.00	R\$ 4,350,000.00
Direct and indirect benefits	-	R\$ 370,800.00	-	R\$ 370,800.00
Participations in committees	-	-	-	-
Other ¹	R\$ 13,068,138.00	-	-	R\$ 13,068,138.00
Description of other fixed remuneration	-	-	-	-
Annual variable remuneration				
Bonus ²⁻³	-	R\$ 32,418,000.00	-	R\$ 32,418,000.00
Profit sharing	-	-	-	-
Participation in meetings	-	-	-	-
Commissions	-	-	-	-
Other	-	-	-	-

Description of other variable remunerations	-	-	-	-
Post-employment	-	-	-	-
Cessation of the job position	-	-	-	-
Share-based (including shares) ⁴	-	R\$ 147,582,820.00	-	R\$ 147,582,000.00
Note	The number of remunerated members was determined in accordance with the guidance provided for in Annual Circular Letter of the Superintendency of Relations with Companies.			
Total remuneration ⁵	R\$ 14,988,138.00	R\$ 182,320,800.00	R\$ 480,000.00	R\$ 197,788,938.00

(1) The Company clarifies that the amounts recorded in the "Other" line correspond to fixed amounts paid by the Company to the members of the Board of Directors, upon investiture in their respective positions, as a retention mechanism. Such amounts refer to the full two-year term of office for which they will be elected, and must be proportionally refunded to the Company in case of interruption before its regular end for any reason. The Company also clarifies that further information regarding the remuneration of the members of the Company's Board of Directors is contained in item 8.1 of this Reference Form and PRIO's Remuneration Policy.

(2) The Company clarifies that the amounts recorded in said line refer to all amounts paid as Bonuses to the Company's Directors in cash. The portion of the Bonuses paid through the granting of the Company's stock options, within the scope of the Company's Stock Option Plan, is recorded in the line referring to "Share-Based (including options)" remuneration.

(3) The Company refers to the Management Proposal for the Extraordinary General Meeting held on October 25, 2024, in which the attending members clarified that, due to the change in the reference adopted to calculate the variable remuneration of Executive Board's members of the Company and of subsidiaries, the year 2024 works as a "transitional year", in which the Executive Board's variable remuneration covers both the targets and performance of the Company and of each Officer for the year 2023, as well as the targets of the Company and of each Officer established for the year 2024. For transparency purposes, the Company clarifies that, of the amount indicated in the caption referring to the "Bonus", R\$ 16,209,000.00 refers to the targets for the year 2023, while R\$ 16,533,180.00 refers to targets for the year 2024.

(4) The Company refers to the Management Proposal for the Extraordinary General Meeting held on October 25, 2024, in which the attending members clarified that, due to the change in the reference adopted to calculate the variable remuneration of the Executive Board's members of the Company and of subsidiaries, the year 2024 works as a "transitional year", in which the Executive Board's variable remuneration covers both the targets and performance of the Company and of each Officer for the year 2023, as well as the targets of the Company and of each Officer established for the year 2024. For transparency purposes, the Company clarifies that, of the amount indicated in the caption referring to "Share-based" remuneration, R\$ 73,791,000.00 refers to the targets for the year 2023, while R\$ 75,266,820.00 refers to the targets for the year 2024.

(5) Total remuneration does not consider social charges that are the employer's burden, as provided for in Circular Letter CVM/SEP/2024.

Remuneration for the fiscal year ended 12/31/2023 – Annual values				
	Board of Directors	Statutory Executive Board	Fiscal council	Total
Total number of members	8.00	3.00	3.00	14.00

Number of remunerated members	8.00	3.00	3.00	14.00
Annual fixed remuneration				
Salary or direct remuneration	R\$ 1,920,000.00	R\$ 1,950,000.00	R\$ 360,000.00	R\$ 4,230,000.00
Direct and indirect benefits	-	R\$ 370,800.00	-	R\$ 370,800.00
Participations in committees	-	-	-	-
Other	-	-	-	-
Description of other fixed remuneration	-	-	-	-
Annual variable remuneration				
Bonus ¹	-	R\$ 12,500,000.00	-	R\$ 12,500,000.00
Profit sharing	-	-	-	-
Participation in meetings	-	-	-	-
Commissions	-	-	-	-
Other	-	-	-	-
Description of other variable remunerations	-	-	-	-
Post-employment	-	-	-	-
Cessation of the job position	-	-	-	-
Share-based (including shares)²	R\$ 11,218,240.00	R\$ 62,146,500.00	-	R\$ 73,364,740.00
Note	The number of remunerated members was determined in accordance with the guidance provided for in Annual Circular Letter of the Superintendency of Relations with Companies.			

Total remuneration³	R\$ 13,138,240.00	R\$ 76,967,300.00	R\$ 360,000.00	R\$ 90,465,540.00
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(1) The Company clarifies that the amounts recorded in said line refer to all amounts paid as Bonuses to the Company's Directors in cash. The portion of the Bonuses paid through the granting of the Company's stock options, within the scope of the Company's Stock Option Plan, is recorded in the line referring to "Share-Based (including options)" remuneration.

(2) The Company clarifies that the Company's Remuneration Policy in force until October 31, 2023 provided for the possibility of paying share-based remuneration to members of the Company's Board of Directors, if approved at the General Meeting. As stated in the Management Proposal for the Company's Ordinary General Meeting held in 2023, the possibility of granting options to purchase the Company's shares was included in the Board of Directors' remuneration package for that year. As a result, during the year 2023, still in force under the Company's old Remuneration Policy, a call option program was established for members of the Board of Directors, within the scope of the Company's Stock Option Plan.

(3) Total remuneration does not consider social charges that are the employer's burden, as provided for in Circular Letter CVM/SEP/2024.

Remuneration for the fiscal year ended 12/31/2022 – Annual amounts				
	Board of Directors	Statutory Executive Board	Fiscal council	Total
Total number of members	7.67	3.00	3.00	13.67
Number of remunerated members	7.67	3.00	3.00	13.67
Annual fixed remuneration				
Salary or direct remuneration	R\$ 2,024,862.00	R\$ 1,950,000.00	R\$ 360,000.00	R\$ 4,334,862.00
Direct and indirect benefits	-	R\$ 372,600.00	-	R\$ 372,600.00
Participations in committees	-	-	-	-
Other	-	-	-	-
Description of other fixed remuneration	-	-	-	-
Annual variable remuneration				
Bonus ¹	-	R\$ 7,600,000.00	-	R\$ 7,600,000.00
Profit sharing	-	-	-	-
Participation in meetings	-	-	-	-
Commissions	-	-	-	-
Other	-	-	-	-

Description of other variable remunerations	-	-	-	-
Post-employment	-	-	-	-
Cessation of the job position	-	-	-	-
Share-based (including shares)	-	R\$ 31,003,500.00	-	R\$ 31,003,500.00
Note	The number of remunerated members was determined in accordance with the guidance provided for in Annual Circular Letter of the Superintendency of Relations with Companies.			
Total remuneration²	R\$ 2,024,862.00	R\$ 40,926,100.00	R\$ 360,000.00	R\$ 43,310,962.00

(1) The Company clarifies that the amounts recorded in said line refer to all amounts paid as Bonuses to the Company's Directors in cash. The portion of the Bonuses paid through the granting of the Company's stock options, within the scope of the Company's Stock Option Plan, is recorded in the line referring to "Share-Based (including options)" remuneration.

(2) Total remuneration does not consider social charges that are the employer's burden, as provided for in Circular Letter CVM/SEP/2024.

Total remuneration for the fiscal year ended 12/31/2021 - Annual amounts				
	Board of Directors	Statutory Executive Board	Fiscal council	Total
Total number of members	7.00	2.75	3.00	12.75
Number of remunerated members	7.00	2.75	3.00	12.75
Annual fixed remuneration				
Salary or direct remuneration	R\$ 1,260,000.00	R\$ 1,780,000.00	R\$ 360,000.00	R\$ 3,400,000.00
Direct and indirect benefits	-	R\$ 303,600.00	-	R\$ 303,600.00
Participations in committees	-	-	-	-
Other	-	-	-	-
Description of other fixed remuneration	-	-	-	-

Annual variable remuneration				
Bonus ¹	-	R\$ 3,500,000.00	-	R\$ 3,500,000.00
Profit sharing	-	-	-	-
Participation in meetings	-	-	-	-
Commissions	-	-	-	-
Other	-	-	-	-
Description of other variable remunerations	-	-	-	-
Post-employment	-	-	-	-
Cessation of the job position	-	-	-	-
Share-based (including shares)	-	R\$ 9,424,000.00	-	R\$ 9,424,000.00
Note	The number of remunerated members was determined in accordance with the guidance provided for in Annual Circular Letter of the Superintendency of Relations with Companies.			
Total remuneration²	R\$ 1,260,000.00	R\$ 15,007,600.00	R\$ 360,000.00	R\$ 16,627,600.00
		0		0

(1) The Company clarifies that the amounts recorded in said line refer to all amounts paid as Bonuses to the Company's Directors in cash. The portion of the Bonuses paid through the granting of the Company's stock options, within the scope of the Company's Stock Option Plan, is recorded in the line referring to "Share-Based (including options)" remuneration.

(2) Total remuneration does not consider social charges that are the employer's burden, as provided for in Circular Letter CVM/SEP/2024.

8.3. Variable remuneration of Board of Directors, Statutory Executive Board and Fiscal council

Variable Remuneration estimated for current year (2024)				
	Board of Directors	Executive Board	Fiscal council	Total
Number of members	8.00	3.00	3.00	14.00
Number of remunerated	0.00	3.00	0.00	3.00
Bonus				
Minimum amount provided	N/A	R\$ 0.00	N/A	N/A
Maximum amount provided ¹	N/A	R\$ 32,418,000.00	N/A	R\$ 32,418,000.00
Amount provided for in the remuneration plan, in case goals set were achieved ¹	N/A	R\$ 32,418,000.00	N/A	R\$ 32,418,000.00
Amount effectively recognized in income	N/A	R\$ 0.00	N/A	N/A
Profit sharing				
Expected minimum individual value	N/A	N/A	N/A	N/A
Maximum amount provided	N/A	N/A	N/A	N/A
Amount provided for in the remuneration plan, in case goals set were achieved	N/A	N/A	N/A	N/A
Amount effectively recognized in income	N/A	N/A	N/A	N/A

(1) The Company refers to the Management Proposal for the Extraordinary General Meeting held on October 25, 2024, in which the attending members clarified that, due to the change in the reference adopted to calculate the Executive Board's variable remuneration of the Company and of subsidiaries, the year 2024 works as a "transitional year", in which the Executive Board's variable remuneration covers both the targets and performance of the Company and of each Officer for the year 2023, as well as the targets of the Company and of each Officer established for the year 2024. For transparency purposes, the Company clarifies that, of the amount indicated in the captions "Maximum amount provided"

and "Amount provided in the remuneration plan, if the established targets were achieved", R\$ 16,209,000.00 refers to the targets for the year 2023, while R\$ 16,533,180.00 refers to the targets for the year 2024.

Variable remuneration for the fiscal year ended 12/31/2023				
	Board of Directors	Executive Board	Fiscal council	Total
Number of members	8.00	3.00	3.00	14.00
Number of remunerated	0.00	3.00	0.00	3.00
Bonus				
Minimum amount provided	N/A	R\$ 0.00	N/A	R\$ 0.00
Maximum amount provided	N/A	R\$ 12,500,000.00	N/A	R\$ 12,500,000.00
Amount provided for in the remuneration plan, in case goals set were achieved	N/A	R\$ 12,500,000.00	N/A	R\$ 12,500,000.00
Amount effectively recognized in income	N/A	R\$ 12,500,000.00	N/A	R\$ 12,500,000.00
Profit sharing				
Expected minimum individual value	N/A	N/A	N/A	N/A
Maximum amount provided	N/A	N/A	N/A	N/A
Amount provided for in the remuneration plan, in case goals set were achieved	N/A	N/A	N/A	N/A
Amount effectively recognized in income	N/A	N/A	N/A	N/A

Variable remuneration for the fiscal year ended 12/31/2022				
	Board of Directors	Executive Board	Fiscal council	Total
Number of members	7.67	3.00	3.00	13.67
Number of remunerated members	0	3.00	0	3.00

Bonus				
Minimum amount provided	N/A	R\$ 0.00	N/A	R\$ 0.00
Maximum amount provided	N/A	R\$ 7,600,000.00	N/A	R\$ 7,600,000.00
Amount provided for in the remuneration plan, in case goals set were achieved	N/A	R\$ 7,600,000.00	N/A	R\$ 7,600,000.00
Amount effectively recognized in income	N/A	R\$ 7,600,000.00	N/A	R\$ 7,600,000.00
Profit sharing				
Expected minimum individual value	N/A	N/A	N/A	N/A
Maximum amount provided	N/A	N/A	N/A	N/A
Amount provided for in the remuneration plan, in case goals set were achieved	N/A	N/A	N/A	N/A
Amount effectively recognized in income	N/A	N/A	N/A	N/A

Variable remuneration for the fiscal year ended 12/31/2021				
	Board of Directors	Executive Board	Fiscal council	Total
Number of members	7.00	2.75	3.00	12.75
Number of remunerated members	0	2.75	0	2.75
Bonus				
Minimum amount provided	N/A	R\$ 0.00	N/A	R\$ 0.00
Maximum amount provided	N/A	R\$ 3,500,000.00	N/A	R\$ 3,500,000.00
Amount provided for in the remuneration plan, in case goals set were achieved	N/A	R\$ 3,500,000.00	N/A	R\$ 3,500,000.00

Amount effectively recognized in income	N/A	R\$ 3,500,000.00	N/A	R\$ 3,500,000.00
Profit sharing				
Expected minimum individual value	N/A	N/A	N/A	N/A
Maximum amount provided	N/A	N/A	N/A	N/A
Amount provided for in the remuneration plan, in case goals set were achieved	N/A	N/A	N/A	N/A
Amount effectively recognized in income	N/A	N/A	N/A	N/A



8.4. Share-based remuneration plan of the Board of Directors and Statutory Executive Board

The first Stock Option Plan of the Company was approved in PRIO's Extraordinary General Meeting held on December 22, 2017. Said Plan was amended once at the Extraordinary General Meeting held on April 20, 2020 ("First Stock Option Plan").

The new Stock Option Plan that replaced the First Stock Option Plan ("Second Stock Option Plan") was approved in the Extraordinary General Meeting held on December 8, 2023. On the same occasion, the Company's shareholders decided that the First Stock Option Plan will continue in force only in relation to all Company's stock option contracts signed until December 8, 2023, within the scope of the First Stock Option Plan.

In view of the above, until the provisions related to the Company's stock option contracts entered into within the scope of the First Stock Option Plan have been exhausted or have been fully complied with, this Reference Form will contain information on both of the Company's Stock Option Plans. So that there are no doubts regarding the content of each Company's Stock Option Plan, all information requested in this item will be provided separately for each of the Company's Plans.

Moreover, the Company clarifies that, during the year 2023, no option granting programs were started, nor were stock option contracts signed, within the scope of the Second Stock Option Plan.

From 2024 onwards, all stock option grant programs and respective stock option contracts will be drawn up and entered into under the terms of the Second Stock Option Plan, with the understanding that any and all payment of share-based remuneration submitted to the General Meeting for the year 2024 will be held strictly within the scope of the Second Stock Option Plan.

The terms or expressions beginning in capital letters in the following items have the meanings assigned within the scope of the respective Stock Option Plan, unless otherwise defined in this Reference Form.

a) general terms and conditions

First Stock Option Plan

Up to 2023, all employees and administrators of the Company, or of other companies under its direct or indirect control, were covered by the First Stock Option Plan of the Company, so, in compliance with all requirements, they were eligible to enter into a Stock Option Agreement with the Company, Company's Stock Option Plan.



The First Stock Option Plan was created with the purpose of aligning management efforts in the long term to create value for the Company, linking the interests of administrators with those of the Company and its shareholders. Thus, the Stock Option Plan contributed to maintaining a level of competitiveness adequate to the Company's businesses and retaining qualified professionals.

The Board of Directors developed, based on the Company's policies and the First Stock Option Plan, programs for granting shares issued by the Company, in which were determined, among other conditions: (i) participants; (ii) the number of shares object of the grant; (iii) division of the grant into lots, if applicable; (iv) the vesting period for delivering the shares object of the grant; (v) any restrictions on shares acquired through the exercise of the options, which may also reserve repurchase options or preemptive rights for the Company in the event of disposal by the participants, until the end of the term and/or fulfillment of the established conditions; and (vi) provisions on penalties.

Second Stock Option Plan

The potential beneficiaries of the Second Stock Option Plan may be Directors and employees of the Company and/or legal entities under its direct or indirect control.

The Plan provides for the following types of participants: (i) Option I Participants: employees of the Company or Directors of legal entities under their direct or indirect control who choose to receive a portion of their Bonus in options, which may represent up to 100% of their variable remuneration; and (ii) Option II Participants: Directors and employees of the Company or legal entities under its direct or indirect control who are selected by the Compensation Committee members, at their sole discretion, in compliance with the terms of the Remuneration Policy, to receive options within the scope of a given Program. PRIO S.A. Directors will only be eligible as beneficiaries in the Second Stock Option Plan as Option II Participants.

The granting of stock options to participants selected by the Compensation Committee will be carried out periodically, through Stock Option granting programs, and the terms of the Second Stock Option Plan and the Company's Remuneration Policy must be followed. Within the scope of each Program, the Compensation Committee will establish, subject to the limits of the Second Stock Option Plan, among other conditions: (i) program's participants; (ii) the maximum number of options to be granted to participants within the scope of each Program and possible rules for adjustments due to corporate events; (iii) the strike price of each option; (iv) the Reference Year of the program in question (which must necessarily be the year prior to the year in which the Program was established); (v) the grace periods for exercising the options (which are duly provided for in the Second Stock Option Plan); (vi) the deadlines for exercising the Options whose Grace Period has ended; (vii) any restrictions on shares acquired with the exercise of options; (viii) the eventual reservation, on behalf of the Company, of repurchase options or preemptive rights in the event of sale by participants of the shares obtained through



the exercise of the options, until the end of the term and/or compliance with the established conditions; and (ix) penalty provisions.

The full copy of the Company's Second Stock Option Plan is available for consultation on the Company's website (ri.prio3.com.br) and on the CVM website (www.gov.br/cvm).

b) approval date and body responsible

The Company's First Stock Option Plan was approved at the Extraordinary General Meeting held on December 22, 2017 and subsequently changed at the Extraordinary General Meeting held on April 20, 2020.

The Second Stock Option Plan was replaced for the First Stock Option Plan approved at the Company's Extraordinary General Meeting held on December 8, 2023.

c) maximum number of shares covered

First Stock Option Plan

Pursuant to the Company's Stock Option Plan, the total number of shares that may be acquired by the Company's managers and employees and its subsidiaries under the Plan may not exceed 9% of the shares representing the total share capital for the Company on the base date of December 22, 2017.

Second Stock Option Plan

Based on the Second Stock Option Plan, options may be granted that grant acquisition or subscription rights over a number of Shares that, if the Options are fully exercised, represent up to 5% of the total Shares issued by the Company on December 8, 2023. Options granted that are terminated and/or canceled without having been exercised must be disregarded for the purposes of calculating the aforementioned limit.

d) maximum number of options to be granted



First Stock Option Plan

Under the First Stock Option Plan, Options may be granted that grant acquisition rights over a number of Shares (as defined in the Stock Option Plan) that does not exceed 9% of the shares representing the Company's total share capital on the base date of December 22, 2017.

Second Stock Option Plan

Based on the Second Stock Option Plan, call options of common shares issued by the Company, all registered, book-entry and with no par value, may be granted that grant acquisition or subscription rights over a number of Shares that, if the Options are fully exercised, represent up to 5% of the total Shares issued by the Company on December 8, 2023 (considering the sum of all programs established as of such Plan). Options granted that are terminated and/or canceled without having been exercised must be disregarded for the purposes of calculating the aforementioned limit.

e) conditions for acquisition of shares

First Stock Option Plan

The conditions for the acquisition of shares covered by the First Stock Option Contracts entered into between the administrators and other employees and the Company, always in compliance with this Stock Option Plan and the respective program in the scope in which was entered into.

Second Stock Option Plan

As detailed in the Second Stock Option Plan, the Option I Participant will acquire the right to exercise the options applicable to him/her in accordance with the following grace periods and proportions:

Option I Participants ¹	% of Exercisable Options
2 nd year following the Reference Year	40%
3 rd year following the Reference Year	30%
4 th year following the Reference Year	30%

¹ The Company clarifies that the Directors of PRIO S.A. may only be beneficiaries of the Second Stock Option Plan as a Stock Option II Participants.

In turn, the Option II Participant (modality which PRIO's Directors are members) will acquire the right to exercise the options applicable to him/her in accordance with the following grace periods and proportions:

Option II Participants¹	% of Exercisable Options
2 nd year following the Reference Year	10%
3 rd year following the Reference Year	15%
4 th year following the Reference Year	20%
5 th year following the Reference Year	25%
6 th year following the Reference Year	30%

¹ The Company clarifies that the Directors of PRIO S.A. may only be beneficiaries of the Second Stock Option Plan as a Stock Option II Participants.

For the purposes of the Second Option Plan, “Grace Period” means the periods after which part or all of the options granted to the Participant will become exercisable.

The right to acquire shares is also linked (i) to the participant’s continued tenure as a Director or employee (as applicable) of the Company, given that options that are not exercisable options are extinguished and canceled in the event of participant’s dismissal upon request, termination of the employment or service rendering (with or without just cause), dismissal from office, retirement, permanent disability or death; and (ii) in the case of Option I Participants, to the receipt of Bonuses due to the achievement of the Company’s financial and operational targets, as well as the individual performance targets of each participant, established according to responsibilities assumed as a result of the duties carried out within the organization, necessarily related to the Company’s historical financial performance.

f) criteria for fixation of the purchase or exercise price

First Stock Option Plan

The strike price of shares granted in the scope of the First Stock Option Plan, determined by the Board of Directors, was set based on the market value of the Company’s registered common shares on B3 S.A. – Bolsa, Brasil, Balcão, being responsible for defining the period to be adopted for defining price averages and, if applicable, define a discount on the market value.

Second Stock Option Plan

The strike price of each option, to be established upon the implementation of each program, must correspond to the simple arithmetic average of the closing prices of the Company’s nominative common shares on the trading floors of B3 S.A. – Bolsa, Brasil, Balcão held in the last 45 days of the Reference Year (which must necessarily be the year before the year that the program was established), without applying any discount.



g) criteria for fixation of acquisition term or exercise

First Stock Option Plan

In the scope of the First Stock Option Plan, the exercise period was established in the Stock Option Contracts entered into between the administrators and other employees and the Company, always in compliance with this Stock Option Plan and the respective program joined.

Second Stock Option Plan

The exercise deadlines will be established, by the Compensation Committee within the scope of each Program, following the Grace Periods established in the Second Stock Option Plan as described in Item 8.4 (e) above.

h) form of liquidation

First Stock Option Plan

The call options granted to the Company's administrators and employees in the scope of the First Stock Option Plan were or will be settled through the issuance of new Company shares, following the authorized capital limit, or through the delivery of treasury shares, depending on what has been defined in the approved programs by the Board of Directors.

Second Stock Option Plan

The call options granted to the Company's administrators and employees within the scope of the Second Stock Option Plan will be settled through the issuance of new shares of the Company, within the limit of the authorized capital, whose deliberation and approval by the Board of Directors must be requested by the Compensation Committee, or the sale of treasury shares, subject to the legal and regulatory conditions for trading of own shares by the Company.

i) restrictions to the transfer of shares

First Stock Option Plan

The First Stock Option Plan does not establish any restriction on the transfer of the shares it encompasses, but the Board of Directors could establish, on a case-by-case basis, in each Program and in the Stock Option Agreement, as the case may be, restrictions on the transfer of shares.

Second Stock Option Plan

Likewise, the Second Stock Option Plan does not establish any restrictions on the transfer of shares. However, the Compensation Committee may establish on a case-by-case basis, in each program and in the Stock Option Agreement, restrictions on the transfer of shares.

j) criteria and events that, when checked, will cause the suspension, change or extinction of the plan

First Stock Option Plan

As provided for in the First Stock Option Plan, in the event of the Company's dissolution, transformation, incorporation, merger, spin-off or reorganization, which results in its extinction, or which causes the Company to no longer have its shares admitted to trading on the stock exchange, the stock option contracts entered into in the context of this Plan and which are in force may, at the discretion of the Company's Board of Directors: (i) be transferred to the Company's successor entity; (ii) have their grace periods anticipated; or (iii) be held and settled in cash.

In cases of change in the number, type and class of the Company's shares due to share bonuses, splits or reverse splits, conversion of shares of one type or class into another, or conversion into other securities issued by the Company, the appropriate adjustments will be made in the number of shares object of the option programs and agreements to correct distortions, as long as they have not yet been delivered to the administrators.

Second Stock Option Plan

The Second Stock Option Plan became effective on December 8, 2023 and will expire, at any time, (i) by decision of the General Meeting; (ii) when the Company's public company registration is cancelled; (iii) when the Company's common shares are no longer traded in the over-the-counter market, organized market, or the stock exchanges; (iv) should the Company be dissolved and wound up; or (v) by the original or derivative acquisition of control of the Company.

Any changes to such Plan must be approved by the General Meeting.

The Plan does not include hypotheses for its suspension.

k) effects of the removal of the officer from the issuer bodies on its rights provided for in the share-based remuneration plan

First Stock Option Plan



Bearing in mind that the purpose of the First Stock Option Plan was the retention of administrators and key employees. In the event of termination of the relationship of administrators with the Company due to resignation of the manager, removal from office, retirement, permanent disability or death, there will remain automatically extinguished by law, regardless of prior notice or remuneration, all options that have been granted, but are not yet exercisable.

Without prejudice, in each program or in each stock option carried out in the scope of the First Stock Option Plan, the Board of Directors could establish specific rules for maintaining options or change in vesting terms in the event of termination of the relationship with the Company, when it deems necessary to better meet the objectives of the Plan and to better achieve the intended alignment, considering, among other factors, the importance and contribution of the respective beneficiary administrator, his/her position in the Company and exceptional circumstances.

Second Stock Option Plan

In each option program and/or contract, specific rules must be provided for cases of termination of the participants' relationship with the Company, including due to the termination of the employment contract, end of mandate, dismissal, resignation of executive position, retirement, permanent disability or death.

Subject to the provisions of the Second Stock Option Plan and the respective programs and option contracts, in the event of termination at (i) request of the Participants themselves; (ii) termination of the service or work contract with or without just cause; (iii) removal from office; (iv) retirement; (v) permanent disability; or (vi) death; all Options granted to the Participants in question that are not Exercisable Options upon the Termination events referred to herein will automatically be extinguished and cancelled by operation of law and regardless of prior notice or indemnity.

The Compensation Committee may authorize, on an extraordinary basis and in individual contracts, the establishment of specific rules for the maintenance of options in the event of termination of a given Participant, when it deems it necessary to better meet the objectives of the Second Stock Option Plan and corporate interests, considering, among other factors, the importance and contribution of the respective participant and his/her position in the Company, changes in the composition of the Company's control and exceptional circumstances. In these cases, the Committee must formalize the authorization through a deliberation recorded in the minutes.

8.5. Share-based remuneration (Stock Options)

The Company carried out the remuneration distribution based on shares for the fiscal years ended December 31, 2021, 2022, 2023, as well as the forecast for 2024, according to the information below:

Share-based remuneration estimated for current year (2024)

	Board of Directors	Statutory Executive Board
Total number of members	8.00	3.00
Number of remunerated members	8.00	3.00
Weighted average price of the exercise		
(i) outstanding in the beginning of the fiscal year	R\$ 31.87	R\$ 30.94
(ii) stock options lost and expired during the fiscal year	0.00	N/A
(iii) options exercised during the fiscal year	R\$ 31.87	R\$ 8.56
Potential dilution in the event of the exercise of all options granted	0.03%	0.56%

The Company clarifies that the options granted to the members of the Company's Board of Directors, whose information appears in the table above, were made during the effectiveness of the Company's old Remuneration Policy (approved on February 14, 2022, amended on April 18, 2023 and in force until October 31, 2023), which provided for the possibility of paying share-based remuneration to members of the Company's Board of Directors, if approved by the General Meeting. However, for the current year, there is no provision for share-based remuneration for the Board of Directors.

Share-based remuneration - Fiscal year ended 12/31/2023

	Board of Directors	Statutory Executive Board
Total number of members	8.00	3.00
Number of remunerated members	8.00	3.00
Weighted average price of the exercise		
(i) outstanding in the beginning of the fiscal year	R\$ 31.87	R\$ 17.98
(ii) stock options lost and expired during the fiscal year	N/A	N/A

(iii) options exercised during the fiscal year	N/A	R\$ 6.03
Potential dilution in the event of the exercise of all options granted	0.03%	0.63%

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

The Company clarifies that the grants granted to the members of the Company's Board of Directors, whose information appears in the table above, were made during the effectiveness of the Company's old Remuneration Policy (approved on February 14, 2022, amended on April 18, 2023 and in force until October 31, 2023), which provided for the possibility of paying share-based remuneration to members of the Company's Board of Directors, if approved by the General Meeting. However, for the current year, there is no provision for share-based remuneration for the Board of Directors.

Share-based remuneration - Fiscal year ended 12/31/2022

	Board of Directors	Statutory Executive Board
Total number of members	7.67	3.00
Number of remunerated members	0.00	3.00
Weighted average price of the exercise		
(i) outstanding in the beginning of the fiscal year	N/A	R\$ 9.20
(ii) stock options lost and expired during the fiscal year	N/A	N/A
(iii) options exercised during the fiscal year	N/A	R\$ 4.90
Potential dilution in the event of the exercise of all options granted	N/A	0.61%

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Share-based remuneration - Fiscal year ended 12/31/2021

	Board of Directors	Statutory Executive Board
Total number of members	7.00	2.75

Number of remunerated members	0.00	2.00
Weighted average price of the exercise		
(i) outstanding in the beginning of the fiscal year	N/A	R\$ 5.00
(ii) stock options lost and expired during the fiscal year	N/A	N/A
(iii) options exercised during the fiscal year	N/A	R\$ 3.91
Potential dilution in the event of the exercise of all options granted	N/A	0.50%

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

8.6. Stock option grant

The Company carried out distribution based on shares for the fiscal years ended December 31, 2021, 2022, 2023, as well as the forecast for 2024, according to the information below:

Share-based remuneration estimated for current year (2024)

	Board of Directors	Statutory Executive Board
Total number of members	8.00	3.00
Number of remunerated members	0.00	3.00
Granting date	N/A	Apr 2024
Quantity of options granted	N/A	Options corresponding to 1,620,000 shares
Term for the options to become exercisable	N/A	The 1st batch of options can be exercised 8 months after the grant. The 2nd batch of options can be exercised 20 months after the grant. The 3rd batch of options can be exercised 32 months after the grant. The 4th lot of options can be exercised 44 months after the grant. the 5 th batch of options can be exercised 56 months after the grant.
Maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
Restriction period for the transfer of shares received as a result of the exercise of options	N/A	There are no restrictions to the transfer of shares received as a result of the exercise of options.
Fair value of options on the date of granting	N/A	N/A
Multiplication of the number of options granted at fair value of	N/A	-

options on the date of granting		
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The Company clarifies that all options referred to in the table above will be granted within the scope of the Company's Second Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

The Company clarifies that the issuance date indicated in the table above refers to a forecast approval date for the Program described.

Share-based remuneration - fiscal year ended 12/31/2023 – information on grant of 02/24/2023

	Board of Directors	Statutory Executive Board
Total number of members	8.00	3.00
Number of remunerated members	0.00	3.00
Granting date	N/A	02/24/2023
Quantity of options granted	N/A	Options corresponding to 1,950,000 shares
Term for the options to become exercisable	N/A	The 1st lot of options can be exercised 11 months after the grant. The 2nd lot of options can be exercised 23 months after the grant. The 3rd batch of options can be exercised 35 months after the grant. The 4th batch of options can be exercised 47 months after the grant. The 5th batch of options can be exercised 59 months after the grant.
Maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
Restriction period for the transfer of shares received as a result of the exercise of options	N/A	There are no restrictions to the transfer of shares received as a result of the exercise of options.
Fair value of options on the date of granting	N/A	R\$ 37.54
Multiplication of the number of options	N/A	R\$ 73,203,000.00

granted at fair value of options on the date of granting		
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The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Share-based remuneration - fiscal year ended 12/31/2023 – information on grant of 05/15/2023

	Board of Directors	Statutory Executive Board
Total number of members	8.00	3.00
Number of remunerated members	8.00	0.00
Granting date	05/15/2023	N/A
Quantity of options granted	Options corresponding to 240,000 shares	N/A
Term for the options to become exercisable	As of the publication date of the Call Notice for the PRIO's ordinary general meeting that deliberates on the financial statements for the fiscal year ended December 31, 2023.	N/A
Maximum term for the exercise of options	The options may be exercised within a maximum of 90 days from the end of the vesting period.	N/A
Restriction period for the transfer of shares received as a result of the exercise of options	The beneficiary may trade the shares acquired by exercising the options only after 180 days, counting from the formal receipt thereof.	N/A
Fair value of options on the date of granting	R\$ 34.42	N/A
Multiplication of the number of options granted at fair value of options on the date of granting	R\$ 8,260,800.00	N/A

The Company clarifies that the grants granted to the members of the Company's Board of Directors, whose information appears in the table above, were made during the effectiveness of the Company's old Remuneration Policy (approved on February 14, 2022, amended on April 18, 2023 and in force until October 31, 2023), which provided for the possibility of paying share-based remuneration to members of the Company's Board of Directors, if approved by the General Meeting. However, for the current year, there is no provision for share-based remuneration for the Board of Directors.



Share-based remuneration - Fiscal year ended 12/31/2022

	Board of Directors	Statutory Executive Board
Total number of members	7.67	3.00
Number of remunerated members	0.00	3.00
Granting date	N/A	05/02/2022
Quantity of options granted	N/A	Options corresponding to 1,650,000 shares
Term for the options to become exercisable	N/A	The 1st batch of options can be exercised 8 months after the grant. The 2nd batch of options can be exercised 20 months after the grant. The 3rd batch of options can be exercised 32 months after the grant. The 4th lot of options can be exercised 44 months after the grant.
Maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
Restriction period for the transfer of shares received as a result of the exercise of options	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.
Fair value of options on the date of granting	N/A	R\$ 25.15
Multiplication of the number of options granted at fair value of options on the date of granting	N/A	R\$ 41,497,500.00

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Share-based remuneration - Fiscal year ended 12/31/2021

	Board of Directors	Statutory Executive Board
Total number of members	7.00	2.75

Number of remunerated members	0.00	2.00
Granting date	N/A	05/03/2021
Quantity of options granted	N/A	Options corresponding to 1,187,500 shares
Term for the options to become exercisable	N/A	The 1st batch of options can be exercised 8 months after the grant. The 2nd batch of options can be exercised 20 months after the grant. The 3rd batch of options can be exercised 32 months after the grant. The 4th lot of options can be exercised 44 months after the grant.
Maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
Restriction period for the transfer of shares received as a result of the exercise of options	N/A	There are no restrictions to the transfer of shares received as a result of the exercise of options.
Fair value of options on the date of granting	N/A	R\$ 18.37
Multiplication of the number of options granted at fair value of options on the date of granting	N/A	R\$ 21,814,375.00

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.



8.7. Information regarding outstanding stock options held by the Board of Directors and Statutory Executive Board

Stock options outstanding at the end of the fiscal year ended 12/31/2023 relating to the grant on 05/15/2023

	Board of Directors	Statutory Executive Board
Number of members	8.00	3.00
Number of remunerated members	8.00	0.00
In relation to the options non-exercisable yet		
quantity	240,000 shares	N/A
date on which they will become exercisable	As of the publication date of the Call Notice for the PRIO's ordinary general meeting that deliberates on the financial statements for the fiscal year ended December 31, 2023.	N/A
maximum term for the exercise of options	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.	N/A
term of restriction to the transfer of shares	The beneficiary may trade the shares acquired by exercising the options only after 180 days, counting from the formal receipt thereof.	N/A
weighted average price of the exercise	R\$ 31.87	N/A
fair value of the options as of the last day of the fiscal year	N/A	N/A
As regards the exercisable options		
quantity	0	N/A
maximum term for the exercise of options	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.	N/A
term of restriction to the transfer of shares	The beneficiary may trade the shares acquired by exercising the options only after 180 days, counting from the formal receipt thereof.	N/A
weighted average price of the exercise	R\$ 31.87	N/A
fair value of the options as of the last day of the fiscal year	R\$ 46.05	N/A
fair value of the total options as of the last day of the fiscal year	None.	N/A



The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

The Company clarifies that the grants granted to the members of the Company's Board of Directors, whose information appears in the table above, were made during the effectiveness of the Company's old Remuneration Policy (approved on February 14, 2022, amended on April 18, 2023 and in force until October 31, 2023), which provided for the possibility of paying share-based remuneration to members of the Company's Board of Directors, if approved by the General Meeting. However, for the current year, there is no provision for share-based remuneration for the Board of Directors.



Stock options outstanding at the end of the fiscal year ended 12/31/2023 relating to the grant on 02/24/2023

	Board of Directors	Statutory Executive Board
Number of members	8.00	3.00
Number of remunerated members	0.00	3.00
In relation to the options non-exercisable yet		
quantity	N/A	1,950,000 shares
date on which they will become exercisable	N/A	1 st Vesting – Date 01/01/2024 2 nd Vesting – Date 01/01/2025 3 rd Vesting – Date 01/01/2026 4 th Vesting – Date 01/01/2027 5 th Vesting – Date 01/01/2028
maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
term of restriction to the transfer of shares	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.
weighted average price of the exercise	N/A	R\$ 31.87
fair value of the options as of the last day of the fiscal year	N/A	R\$ 46.05
As regards the exercisable options		
quantity	N/A	0
maximum term for the exercise of options	N/A	N/A
term of restriction to the transfer of shares	N/A	N/A
weighted average price of the exercise	N/A	N/A
fair value of the options as of the last day of the fiscal year	N/A	N/A
fair value of the total options as of the last day of the fiscal year	N/A	N/A

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Stock options outstanding at the end of the fiscal year ended 12/31/2023 relating to the grant on 08/04/2022

	Board of Directors	Statutory Executive Board
Number of members	8.00	3.00
Number of remunerated members	0.00	3.00
In relation to the options non-exercisable yet		
quantity	N/A	1,443,750 shares
date on which they will become exercisable	N/A	2 nd Vesting – Date 01/01/2024 3 rd Vesting – Date 01/01/2025 4 th Vesting – Date 01/01/2026
maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
term of restriction to the transfer of shares	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.
weighted average price of the exercise	N/A	R\$ 18.79
fair value of the options as of the last day of the fiscal year	N/A	R\$ 37.21
As regards the exercisable options		
quantity	N/A	206,250 shares
maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
term of restriction to the transfer of shares	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.
weighted average price of the exercise	N/A	R\$ 18.79

fair value of the options as of the last day of the fiscal year	N/A	R\$ 37.21
fair value of the total options as of the last day of the fiscal year	N/A	R\$ 7,674,563.00

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Stock options outstanding at the end of the fiscal year ended 12/31/2023 relating to the grant on 05/03/2021

	Board of Directors	Statutory Executive Board
Number of members	8.00	2.75
Number of remunerated members	0.00	2.00
In relation to the options non-exercisable yet		
quantity	N/A	890,620 shares
date on which they will become exercisable	N/A	3 rd Vesting – Date 01/01/2024 4 th Vesting – Date 01/01/2025
maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
term of restriction to the transfer of shares	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.
weighted average price of the exercise	N/A	R\$ 7.94
fair value of the options as of the last day of the fiscal year	N/A	R\$ 20.67
As regards the exercisable options		
quantity	N/A	296,880 shares
maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
term of restriction to the transfer of shares	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.

weighted average price of the exercise	N/A	R\$ 7.94
fair value of the options as of the last day of the fiscal year	N/A	R\$ 20.67
fair value of the total options as of the last day of the fiscal year	N/A	R\$ 6,136,510.00

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Stock options outstanding at the end of the fiscal year ended 12/31/2023 relating to the grant on 06/26/2020

	Board of Directors	Statutory Executive Board
Number of members	8.00	3.25
Number of remunerated members	0.00	4.00
In relation to the options non-exercisable yet		
quantity	N/A	1,371,535 shares
date on which they will become exercisable	N/A	4 th Vesting – Date 01/01/2024
maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
term of restriction to the transfer of shares	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.
weighted average price of the exercise	N/A	R\$ 3.91
fair value of the options as of the last day of the fiscal year	N/A	R\$ 14.04
As regards the exercisable options		
quantity	N/A	2,285,895 shares
maximum term for the exercise of options	N/A	Each tranche must be exercised within a maximum of 90 days from the end of the grace period of the respective lot.
term of restriction to the transfer of shares	N/A	There is no restriction to the transfer of shares received as a result of the exercise of options.



weighted average price of the exercise	N/A	R\$ 3.91
fair value of the options as of the last day of the fiscal year	N/A	R\$ 14.04
fair value of the total options as of the last day of the fiscal year	N/A	R\$ 32,093,966.00

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.



8.8. Options exercised granted as share-based remuneration for the Board of Directors and Statutory Executive Board

Options exercised – fiscal year ended 12/31/2023

	Board of Directors	Statutory Executive Board
Total number of members	8.00	3.00
Number of remunerated members	8.00	3.00
Quantity of shares	0	1,045,935 shares
Weighted average price of the exercise	N/A	R\$ 7.41
Weighted average market price of the shares related to the options exercised	N/A	R\$ 36.70
Multiplying the total options exercised by the difference between the weighted average strike price and the weighted average market price of the shares relating to the options exercised ¹	N/A	R\$ 38,385,815.00

(1) The market value considered to calculate the difference corresponds to the fair value of the option on the grant date.

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

The Company clarifies that the options granted to the members of the Company's Board of Directors, whose information appears in the table above, were made during the effectiveness of the Company's old Remuneration Policy (approved on February 14, 2022, amended on April 18, 2023 and in force until October 31, 2023), which provided for the possibility of paying share-based remuneration to members of the Company's Board of Directors, if approved by the General Meeting.

Options exercised – fiscal year ended 12/31/2022

	Board of Directors	Statutory Executive Board
Total number of members	8.00	3.00
Number of remunerated members	0.00	2.00
Quantity of shares	N/A	378,855 shares
Weighted average price of the exercise	N/A	R\$ 5.49

Weighted average market price of the shares related to the options exercised	N/A	R\$ 20.29
Multiplying the total options exercised by the difference between the weighted average strike price and the weighted average market price of the shares relating to the options exercised ¹	N/A	R\$ 7,686,968.00

(1) The market value considered to calculate the difference corresponds to the fair value of the option on the grant date.

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Options exercised – fiscal year ended 12/31/2021

	Board of Directors	Statutory Executive Board
Total number of members	7.00	3.00
Number of remunerated members	0.00	2.00
Quantity of shares	N/A	230,415 shares
Weighted average price of the exercise	N/A	R\$ 3.91
Weighted average market price of the shares related to the options exercised	N/A	R\$ 14.96
Multiplying the total options exercised by the difference between the weighted average strike price and the weighted average market price of the shares relating to the options exercised ¹	N/A	R\$ 3,447,009.00

(1) The market value considered to calculate the difference corresponds to the fair value of the option on the grant date.

The Company clarifies that all options referred to in the table above were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.



8.9. Share-based remuneration in the form of restricted shares to be delivered directly to beneficiaries (Restricted Shares Plan)

Not applicable. The Company's Stock Option Plans, described in item 8.4 above of this Reference Form, did not **include** restricted shares to be direct delivered to its beneficiaries.



8.10. Granting of restricted shares to members of the Board of Directors and Statutory Executive Board (Restricted Shares Plan)

Not applicable. The Company's Stock Option Plans, described in item 8.4 above of this Reference Form, did not include restricted shares to be direct delivered to its beneficiaries.



8.11. Shares granted as share-based remuneration for the Board of Directors and Statutory Executive Board as restricted shares (Restricted stock option plan)

Not applicable. The Company's Stock Option Plans, described in item 8.4 above of this Reference Form, did not include restricted shares to be direct delivered to its beneficiaries.

8.12. Information necessary to understand the data in items 8.5 to 8.11 – Method used for share and option pricing

For the purposes of understanding items 8.5 to 8.8 of this Reference Form (since the items 8.9-8.11 are not applicable) the Company clarifies that the pricing model was adopted based on the accounting rule CPC 10 (R1) Share-Based Payment, item B6, which provides for that all pricing models consider, at the least, the following factors: (a) the strike price of the share; (b) the life of the share; (c) the current price of the underlying shares; (d) the expected volatility of the share price; (e) dividends expected on shares (if applicable); and (f) risk-free interest rate for the useful life of share.

The Company understands that the Black-Scholes-Merton is considered an appropriate model for pricing the options granted to its administrators, which considers the following information in its calculation rationale: volatility, expected dividend, risk-free rate of return and fair value of option on concession date. It makes the following explicit assumptions: (i) it is possible to lend and borrow at a constant and known risk-free interest rate; (ii) the price follows a geometric Brownian movement with constant drift and volatility; (iii) there are no transaction costs; and (iv) there are no restrictions on short selling. The calculation methodology and assumptions adopted follow CPC 10.

	Ninth PRIO S.A. Stock Option Program	Eleventh PRIO S.A. Stock Option Program	Thirteenth PRIO S.A. Stock Option Program	Fifteenth PRIO S.A. Stock Option Program	Sixteenth PRIO S.A. Stock Option Program
a) pricing model	Black-Scholes Merton	Black-Scholes Merton	Black-Scholes Merton	Black-Scholes Merton	Black-Scholes Merton
b) data and assumptions used in the pricing model, including the weighted average price for shares, exercise price, expected volatility, useful life of the option, expected dividends and risk-free interest rates	(i) options maturation period; (ii) the average volatility of 66.17% per share was estimated considering the implied volatility of the shares; (iii) average risk-free rate of return of 7.65%; and (iv) the duration of the plan of 49 months.	(i) options maturation period; (ii) the average volatility of 73.64% per share was estimated considering the implied volatility of the shares; (iii) average risk-free rate of return of 7.86%; and (iv) the duration of the plan of 49 months.	(i) options maturation period; (ii) the average volatility of 74.19% per share was estimated considering the implied volatility of the shares; (iii) average risk-free rate of return of 12.4%; and (iv) the duration of the plan of 49 months.	(i) options maturation period; (ii) the average volatility of 68.93% per share was estimated considering the implied volatility of the shares; (iii) average risk-free rate of return of 13.17%; and (iv) the duration of the plan of 61 months.	(i) options maturation period; (ii) the average volatility of 47.09% per share was estimated considering the implied volatility of the shares; (iii) average risk-free rate of return of 13.56%; and (iv) the duration of the plan of 15 months.

c) method used and assumptions adopted in order to incorporate the effects expected from the anticipated exercise	N/A	N/A	N/A	N/A	N/A
d) form of determination of the expected volatility	Volatility was estimated considering the implied volatility of the shares	Volatility was estimated considering the implied volatility of the shares	Volatility was estimated considering the implied volatility of the shares	Volatility was estimated considering the implied volatility of the shares	Volatility was estimated considering the implied volatility of the shares
e) if any other characteristic of the option was incorporated in the measurement of its fair value	N/A	N/A	N/A	N/A	N/A

8.13. Notify the number of shares, units and other securities convertible into shares or units, issued in Brazil or abroad, by the Issuer, its direct or indirect controlling shareholders, subsidiaries or under joint ownership, held by members of the Board of Directors, the Statutory Executive Board or the Fiscal council grouped by body

The Company clarifies that the members of its Board of Directors and its Executive Board and held common shares issued by the Company, in the quantities indicated in the table below on the base date of 12/31/2023:

Common shares issued by PRIO S.A.		
Body	Number of shares	Interest
Board of Directors	33,356,655	3.76%
Executive Board	1,882,615	0.21%

The members of the Fiscal council did not hold shares issued by the Company on the base date of 12/31/2023.

Furthermore, the Company clarifies that the members of its Board of Directors, Executive Board and Fiscal council did not have, on the base date of 12/31/2023: (i) shares or units directly or indirectly held, in Brazil or abroad, issued by direct or indirect controlling shareholders, subsidiaries or companies under common control of the Company; nor (ii) other securities convertible into shares or quotas, issued by the Company, its direct or indirect controlling shareholders, subsidiaries or subsidiaries under joint ownership.



8.14. Information regarding pension plans granted to the members of the Board of Directors and Statutory Executive Board

The Company does not have any social security plan in force.

8.15. Maximum, minimum and average individual remuneration of the Board of Directors, Statutory Executive Board and Fiscal council

2023 Annual values

	Statutory Executive Board	Board of Directors	Fiscal council
Number of members	3.00	8.00	3.00
Number of remunerated members	3.00	8.00	3.00
Amount of the highest remuneration	R\$ 40,636,400.00	R\$ 1,642,280.00	R\$ 120,000.00
Amount of the lowest remuneration	R\$ 13,431,700.00	R\$ 1,642,280.00	R\$ 120,000.00
Average amount of remuneration	R\$ 25,655,767.00	R\$ 1,642,280.00	R\$ 120,000.00

To calculate the value of the highest individual annual remuneration of each remuneration aforementioned, the remunerations of the period from January to December of each year were considered and not excluding members. The Company also clarifies that the member of the Executive Board who received the highest remuneration paid to the members of such body held his/her position for a full 12-month period.

To calculate the value of the lowest individual annual remuneration, the remunerations of the period from January to December of each year were considered, without the exclusion of members. There was no exclusion of members, since everyone held their respective position for 12 months of the year.

The calculation of the average remuneration amount corresponds to the division of the total amount of the annual remuneration, presented in item 8.2 above, by the number of members informed in item 8.2 for the respective body.

The Company also informs that, for the calculations of the values recorded in the tables above, the amounts assigned by the Company to the members of its management and Fiscal council for the year 2023 were considered, regardless of the year in which the amounts were actually paid or recognized in the Company's financial statements.

2022 Annual values

	Statutory Executive Board	Board of Directors	Fiscal council
Number of members	3.00	7.67	3.00
Number of remunerated members	3.00	7.67	3.00
Amount of the highest remuneration	R\$ 24,553,400.00	R\$ 267,766.00	R\$ 120,000.00
Amount of the lowest remuneration	R\$ 6,471,700.00	R\$ 150,500.00	R\$ 120,000.00

Average amount of remuneration	R\$ 13,642,033.00	R\$ 263,998.00	R\$ 120,000.00
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To calculate the value of the highest individual annual remuneration of each remuneration aforementioned, the remunerations of the period from January to December of each year were considered and not excluding members. The Company also clarifies that the members of the Executive Board and the Board of Directors who received the highest remuneration paid in their respective bodies held their positions for a full 12-month period.

To calculate the value of the lowest individual annual remuneration, the remunerations of the period from January to December of each year were considered. Regarding the remuneration of the Board of Directors, members who have held their respective positions for less than 12 months were excluded from the calculation. In relation to the Company's other bodies, there was no exclusion of members, as they all held their respective positions for the 12 months of the year.

The calculation of the average remuneration amount corresponds to the division of the total amount of the annual remuneration, presented in item 8.2 above, by the number of members informed in item 8.2 for the respective body.

The Company also informs that, for the calculations of the values recorded in the tables above, the amounts assigned by the Company to the members of its management and Fiscal council for the year 2022 were considered, regardless of the year in which the amounts were actually paid or recognized in the Company's financial statements.

2021 Annual values

	Executive Board Statutory	Board of Directors	Fiscal council
Number of members	2.75	7.00	3.00
Number of remunerated members	2.75	7.00	3.00
Amount of the highest remuneration	R\$ 9,694,400.00	R\$ 180,000.00	R\$ 120,000.00
Amount of the lowest remuneration	R\$ 582,800.00	R\$ 180,000.00	R\$ 120,000.00
Average amount of remuneration	R\$ 5,457,309.00	R\$ 180,000.00	R\$ 120,000.00

To calculate the value of the highest individual annual remuneration of each remuneration aforementioned, the remunerations of the period from January to December of each year were considered and not excluding members. The Company also clarifies that the member of the Executive Board who received the highest remuneration paid to the members of such body held his/her position for a full 12-month period.

To calculate the value of the lowest individual annual remuneration, the remunerations of the period from January to December of each year were considered. Regarding the remuneration of the Executive Board, Directors who have held their respective positions for less than 12 months were excluded from the calculation. In relation to the Company's other bodies, there was no exclusion of members, as they all held their respective positions for the 12 months of the year.



The calculation of the average remuneration amount corresponds to the division of the total amount of the annual remuneration, presented in item 8.2 above, by the number of members informed in item 8.2 for the respective body.

The Company also informs that, for the calculations of the values recorded in the tables above, the amounts assigned by the Company to the members of its management and Fiscal council for the year 2021 were considered, regardless of the year in which the amounts were actually paid or recognized in the Company's financial statements.

8.16. Describe contractual arrangements, insurance policies or other instruments that constitute remuneration or indemnity mechanisms to the administrators in case of removal or retirement, informing the financial consequences to the issuer

There are no pre-established mechanisms for indemnity for administrators in the event of dismissal from office or retirement.

8.17. In connection with the last three fiscal years and the forecast for the current fiscal year, indicate the percentage of total remuneration of each body recognized in the income (loss) of the Issuer in regard to the members of the Board of Directors, Statutory Executive Board or Fiscal council that are parties related to the direct or indirect controlling shareholders, as defined in the accounting rules that address this issue.

At the end of fiscal years 2023, 2022, and 2021, as well as in the context of the forecast for the current fiscal year, the Company's administrators were not classified as related parties to the direct or indirect controllers, considering that the Company does not have a controlling shareholder or control group.

8.18. Regarding the last three fiscal years and the forecast for the current fiscal year, indicate amounts recognized in the Issuer's statement of income as remuneration of members of the Board of Directors, Statutory Executive Board or Fiscal council, grouped by body, and paid for any reason other than the position they hold, for example, commissions and advisory or consulting services provided.

In the fiscal years 2023, 2022 and 2021, as well as in the forecast for the fiscal year 2024, there was no amount paid to members of the board of directors, statutory executive board or fiscal council, for any reason other than the role they hold.

8.19. Remuneration of management and members of the fiscal council recognized in the profit or loss of direct and indirect controlling shareholders, jointly-subsiidiaries and subsidiaries of the Company

Forecast for the current fiscal year (2024) - remuneration received due to the exercise of the position at the issuer:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	N/A	N/A	N/A	N/A
Companies' subsidiaries under joint ownership	N/A	N/A	N/A	N/A

Forecast for the current fiscal year (2024) - other remuneration received, specifying the purpose to which it was attributed:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	R\$ 141,594,400.00	N/A	N/A	R\$ 141,494,400.00
Companies' subsidiaries under joint ownership	N/A	N/A	N/A	N/A

The amount provided for in the table above refers to the amount to be paid by company(ies) directly or indirectly controlled by the Company, to some of its Directors who will also hold positions as members of the Board of Directors of PRIO S.A. in the year 2024. Such payments arise from the duties to be performed by such Directors in the subsidiary(ies) in question during the year ended December 31, 2024 (and not due to the exercise of the respective positions as members of the issuing company's Board of Directors).

The subsidiary(ies) in question consist of one (some) of the main operating companies of the PRIO S.A. corporate group, so that they concentrate relevant projects developed by the Company's group. During the year, the subsidiary(ies) responsible for paying the remuneration specified above may vary, depending on the allocation of the Company's group projects and possible corporate reorganizations.

The Company also clarifies that the total amount defined in the table above includes fixed remuneration, benefits and variable remuneration, to be paid to the Directors of the subsidiaries in question.

The Company refers to the Management Proposal for the Extraordinary General Meeting held on October 25, 2024, in which the attending members clarified that, due to the change in the reference adopted to calculate the variable remuneration of the members of the Executive Board of the Company and of subsidiaries, the year 2024 works as a “transitional year”, in which the Executive Board’s variable remuneration covers both the targets and performance of the Company and of each Officer for the year 2023, as well as the targets of the Company and of each Officer established for the year 2024. For transparency purposes, the Company clarifies that, of the amount indicated in the table above, R\$ 71,494,400.00 refers to the targets for the year 2023, while R\$ 70,000,000.00 refers to the targets for the year 2024.

Fiscal year ended on 12/31/2023 - remuneration received due to the exercise of the position at the issuer:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	N/A	N/A	N/A	N/A
Companies’ subsidiaries under joint ownership	N/A	N/A	N/A	N/A

Fiscal year ended on 12/31/2023 - other remuneration received, specifying the purpose to which it was attributed:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	R\$ 60,299,400.00	N/A	N/A	R\$ 60,299,400.00
Companies’ subsidiaries under joint ownership	N/A	N/A	N/A	N/A

The value defined in the table above refers to the amount paid by Petro Rio O&G, a wholly-owned subsidiary of the Company, to certain Directors of Petro Rio O&G who also held positions as members of the Board of Directors of PRIO S.A. in the same fiscal year.

Such payments arise from the duties performed by such Officers at Petro Rio O&G during the year ended December 31, 2023 (and not due to the exercise of their respective positions as members of the issuing company's Board Directors).

Petro Rio O&G is one of the main operating companies of the PRIO S.A. corporate group, having concentrated relevant projects over the last few years and being the holder of concession rights for some of the producing fields of the Company's group, according to detailed information in Section 1 of the issuing company's Reference Form.

The Company also clarifies that the total amount provided for in the table above includes fixed remuneration, benefits and variable remuneration, paid to the Directors of Petro Rio O&G.

Fiscal year ended on 12/31/2022 - remuneration received due to the exercise of the position at the issuer:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	N/A	N/A	N/A	N/A
Companies' subsidiaries under joint ownership	N/A	N/A	N/A	N/A

Fiscal year ended on 12/31/2022 - other remuneration received, specifying the purpose to which it was attributed:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	R\$ 38,293,331.00	N/A	N/A	R\$ 38,293,331.00
Companies' subsidiaries under joint ownership	N/A	N/A	N/A	N/A

The value defined in the table above refers to the amount paid by Petro Rio O&G Exploração e Produção de Petróleo Ltda. ("Petro Rio O&G"), a wholly-owned subsidiary of the Company, to certain Directors of Petro Rio O&G who also held positions as members of the Board of Directors of PRIO S.A. in the same fiscal year.

Such payments arise from the duties performed by such Directors at Petro Rio O&G during the fiscal year ended December 31, 2022 (and not due to the exercise of their respective positions as members of the issuer's Board of Directors).

Petro Rio O&G is one of the main operating companies of the PRIO S.A. corporate group, having concentrated relevant projects over the last few years and being the holder of concession rights for some of the producing fields of the Company's group, according to detailed information in Section 1 of the issuing company's Reference Form.

The Company also clarifies that the total amount provided for in the table above includes fixed remuneration, benefits and variable remuneration, paid to the Directors of Petro Rio O&G.

Fiscal year ended on 12/31/2021 - remuneration received due to the exercise of the position at the issuer:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	N/A	N/A	N/A	N/A
Companies' subsidiaries under joint ownership	N/A	N/A	N/A	N/A

Fiscal year ended on 12/31/2021 - other remuneration received, specifying the purpose to which it was attributed:

	Board of Directors	Statutory Executive Board	Fiscal council	Total
Direct and indirect controlling shareholders	N/A	N/A	N/A	N/A
Subsidiaries of the issuer	R\$ 20,202,675.00	N/A	N/A	R\$ 20,202,675.00
Companies' subsidiaries under joint ownership	N/A	N/A	N/A	N/A

The value defined in the table above refers to the amount paid by Petro Rio O&G, a wholly-owned subsidiary of the Company, to certain Directors of Petro Rio O&G who also held positions as members of the Board of Directors of PRIO S.A. in the same fiscal year.



Such payments arise from the duties performed by such Directors at Petro Rio O&G during the fiscal year ended December 31, 2021 (and not due to the exercise of their respective positions as members of the issuer's Board of Directors).

Petro Rio O&G is one of the main operating companies of the PRIO S.A. corporate group, having concentrated relevant projects over the last few years and being the holder of concession rights for some of the producing fields of the Company's group, according to detailed information in Section 1 of the issuing company's Reference Form.

The Company also clarifies that the total amount provided for in the table above includes fixed remuneration, benefits and variable remuneration, paid to the Directors of Petro Rio O&G.

8.20. Other relevant information

Change in the variable remuneration benchmark in 2024

The Company refers to the Management Proposal for the Extraordinary General Meeting held on October 25, 2024, in which the attending members clarified that, due to the change in the reference adopted to calculate the variable remuneration of the members of the Executive Board of the Company and of subsidiaries, the year 2024 works as a “transitional year”, in which the Executive Board’s variable remuneration covers both the targets and performance of the Company and of each Officer for the year 2023, as well as the targets of the Company and of each Officer established for the year 2024.

The implementation of said “transition” will allow that, as of the year 2025, the threshold for the annual global remuneration approved at the Ordinary General Meeting will consider, in its calculation, only the targets of the Company and Officers defined for the current year when the threshold was approved.

Detailed information in Item 8.5 - Share-based remuneration

Regarding the information provided for in Item 8.5 - Share-based remuneration (Stock Option Plan) of this Reference Form in the table called Share-based remuneration expected for the current year (2024): the Company clarifies that the grants granted to the members of the Company’s Board of Directors, whose information appears in this table, were made during the effectiveness of the Company’s old Remuneration Policy (approved on February 14, 2022, amended on April 18, 2023 and in force until October 31, 2023), which provided for the possibility of paying share-based remuneration to members of the Company’s Board of Directors, if approved by the General Meeting. However, for the current year, there is no provision for share-based remuneration for the Board of Directors.

Regarding the information provided for in Item 8.5 - Share-based remuneration (Stock Option Plan) of this Reference Form in the table called Share-based remuneration – year ended December 31, 2023: The Company clarifies that all options in this table were granted under the Company’s First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

The Company also clarifies that the grants granted to the members of the Company’s Board of Directors, whose information appears in this table, were made during the effectiveness of the Company’s old Remuneration Policy (approved on February 14, 2022, amended on April 18, 2023 and in force until October 31, 2023), which provided for the possibility of paying share-based remuneration to members of the Company’s Board of



Directors, if approved by the General Meeting. However, for the current year, there is no provision for share-based remuneration for the Board of Directors.

Regarding the information provided for in Item 8.5 - Share-based remuneration (Stock Option Plan) of this Reference Form in the table called Share-based remuneration – year ended December 31, 2022: The Company clarifies that all options in this table were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.

Regarding the information provided for in Item 8.5 - Share-based remuneration (Stock Option Plan) of this Reference Form in the table called Share-based remuneration – year ended December 31, 2021: The Company clarifies that all options in this table were granted under the Company's First Stock Option Plan. For further information regarding said Plan, the Company refers to item 8.4 of this Reference Form.