**TRANSMISSORA ALIANÇA DE ENERGIA ELÉTRICA S.A.**
Publicly-Held Company – CVM No. 2025-7
Corporate Taxpayer's ID (CNPJ/MF) No. 07.859.971/0001-30
Company Registry (NIRE) No. 33.3.0027843-5

**MATERIAL FACT**

**Transmissora Aliança de Energia Elétrica S.A. (B3: TAEE3, TAEE4 and TAEE11)** ("TAESA" or "Company"), in compliance with Paragraph 4 of Article 157 of Law No. 6,404, dated December 15, 1976, as amended (the "Brazilian Corporate Law"), CVM Resolution No. 44, dated August 23, 2021, as amended, and CVM Resolution No. 78, dated March 29, 2022 ("CVM Resolution 78"), hereby informs its shareholders and the market in general that, at a meeting held on November 11, 2026, the Company's Board of Directors approved the proposal for the merger of its wholly owned subsidiary, Ananaí Transmissora de Energia Elétrica S.A., enrolled with the National Register of Legal Entities (CNPJ) under No. 42.215.683/0001-44 ("Ananaí" or the "Merged Company" and, together with the transaction, the "Merger"), and authorized the Company's Executive Board to take the actions necessary to implement the Merger, including, without limitation, calling the Company's Extraordinary General Meeting that will resolve on the Merger.

The Merger will be submitted for resolution by the Company's Extraordinary General Meeting, to be called in due course (the "EGM"). The call notice for the EGM will be published following the execution of the merger protocol and justification and the issuance of the appraisal report related to the Merger (the "Protocol and Justification" and the "Appraisal Report," respectively), so that all documents related to the Merger will be available to shareholders on the date of the call notice. In compliance with Article 3 and Annex A of CVM Resolution 78, the Company sets out below the main terms and conditions of the Merger, to the extent known as of this date.

**1. Identification of the companies involved in the transaction and brief description of their activities**

TAESA is a publicly held company registered with the CVM as a Category "A" issuer, whose shares and units are admitted to trading in the Level 2 Corporate Governance segment of B3 S.A. – Brasil, Bolsa, Balcão ("B3"), and operates in the electric power transmission sector. The Merged Company operates in the same line of business as the Company, and the description of activities contained in the Company's Reference Form

also encompasses the activities performed by the Merged Company. The following information on the Merged Company should, however, be highlighted:

Ananaí is a privately held corporation incorporated in 2021, all of whose shares are held by the Company. Its corporate purpose is to operate public-service transmission concessions through the development, construction, operation and maintenance of transmission facilities, including support and administrative services, the provision of equipment and spare materials, scheduling, metering and other ancillary services necessary for the transmission of electric power, in accordance with the standards established in the concession agreement and applicable laws and regulations.

The Merged Company holds the concession related to Lot 1 of ANEEL Transmission Auction No. 02/2021, pursuant to Electric Power Transmission Public Service Concession Agreement No. 01/2022-ANEEL, entered into with the Brazilian Electricity Regulatory Agency ("ANEEL"), comprising transmission lines located in the States of São Paulo and Paraná.

**2. Description and purpose of the transaction**

The Company will merge all the assets and liabilities of the Merged Company, all of whose shares are held by the Company. As a result, the Merged Company will be dissolved, and the Company will succeed it in all its assets, rights and obligations, pursuant to Article 227 of the Brazilian Corporate Law and the Protocol and Justification.

The Company has consistently pursued the optimization of its processes and administrative and operational procedures, as well as the simplification of its corporate structure. The purpose of the Merger is to simplify the group's corporate structure and capture operational, financial and governance efficiencies, enabling the concessions held by the Company to benefit from lower operating and administrative expenses. This will optimize the operation of such concessions and contribute to the fulfillment of the obligations set forth in the respective concession agreements.

**3. Main benefits, costs and risks of the transaction**

Benefits. The Merger will provide for: (i) the streamlining and simplification of the corporate structure, with a resulting reduction in operating and administrative expenses, including those related to compliance with ancillary obligations; (ii) the consolidation of resources and assets, allowing for improved asset management and use of operational and financial resources; and (iii) the capture of operational, financial and governance synergies and efficiencies.

Costs. The Company estimates that the costs of implementing the Merger, including publications, filings, appraisers, legal counsel and any other professionals engaged to advise on the transaction, will amount up to R$1,000,000.00 (one million reais), which will be fully borne by the Company.

Risks. The Company's management does not foresee any material risks associated with the implementation of the Merger, other than the risks customary for this type of transaction and the need to obtain ANEEL's consent, as described in item 7 below.

**4. Share exchange ratio**

Considering that: **(i)** the Company holds all shares issued by the Merged Company; **(ii)** the shares issued by the Merged Company will be cancelled as a result of the Merger; and **(iii)** there will be no capital increase or issuance of new shares by the Company, no share exchange ratio will apply.

**5. Criteria for determining the share exchange ratio**

Not applicable, as there will be no share exchange ratio.

**6. Main assets and liabilities comprising each portion of the net equity, in the event of a spin-off**

Not applicable, as this is a merger transaction.

**7. Whether the transaction has been or will be submitted for approval by Brazilian or foreign authorities**

Pursuant to applicable regulations, the Merger is subject to ANEEL's consent. The relevant request has already been filed with ANEEL and is currently under review. Should such consent not be obtained by the date of the EGM, the effective implementation of the Merger will remain subject to obtaining it. Other than such consent and the applicable corporate approvals, the Merger is not subject to approval by antitrust authorities or any other authority in Brazil or abroad.

**8. In transactions involving parent companies, subsidiaries or companies under common control, the share exchange ratio calculated in accordance with Article 264 of Brazilian Corporate Law**

Not applicable, as the Company is the sole shareholder of the Merged Company, there are no non-controlling shareholders, and no new shares will be issued by the Company.

According to precedents on this matter—including the CVM Board's understanding expressed on February 15, 2018, in SEI Proceeding No. 19957.011351/2017-21—the appraisal report referred to in Article 264 of the Brazilian Corporate Law is not required in mergers of wholly owned subsidiaries into their publicly held parent company.

**9. Applicability of appraisal rights and reimbursement amount**

The Merger will not give rise to appraisal rights for the Company's shareholders, pursuant to Articles 136 and 137 of the Brazilian Corporate Law. Likewise, no appraisal rights will arise at the Merged Company level, as its sole shareholder is the Company itself and there are no dissenting shareholders. Consequently, there is no reimbursement amount to be disclosed.

**10. Other relevant information**

The Merger will be submitted to the extraordinary general meetings of the Merged Company and the Company and, subject to the obtainment of ANEEL's consent, the relevant corporate acts will subsequently be filed with the appropriate Board of Trade.

Finally, in compliance with Article 3 of CVM Resolution 78 and CVM Resolution No. 81, dated March 29, 2022, as amended, the Company informs that the Protocol and Justification, the Appraisal Report, the management proposal related to the EGM and the other documents related to the Merger will be made available in due course, upon the calling of the EGM, at the Company's headquarters and on the Company's Investor Relations website (https://ri.taesa.com.br/), the CVM website (https://gov.br/cvm) and the B3 website (https://www.b3.com.br).

Rio de Janeiro, November 12, 2026.

**Catia Cristina Teixeira Pereira**
Chief Financial and Investor Relations Officer
**Transmissora Aliança de Energia Elétrica S.A.**