



PRIO Luxembourg Holding S.à r.l. announces expiration and results of cash tender offer

São Paulo, Brazil – October 8, 2025 – PRIO Luxembourg Holding S.à r.l. (“**PRIO Lux**”) today announces the expiration and results of its previously announced offer to purchase for cash (the “**Offer**”) any and all of the outstanding 6.125% senior secured notes due 2026 (the “**Notes**”) issued by PRIO Lux and guaranteed by PRIO S.A. (formerly known as Petro Rio S.A.), PRIO Comercializadora Ltda. (formerly known as Petro Rio O&G Exploração e Produção de Petróleo Ltda.), PRIO Bravo Ltda. (formerly known as Petro Rio White Shark Petróleo Ltda.), PRIO Forte S.A., PRIO Internacional Ltda. and PRIO Tigris S.A. (together, the “**Guarantors**”).

The Offer was made upon the terms and subject to the conditions set forth in the offer to purchase dated October 1, 2025 (the “**Offer to Purchase**”).

As of 5:00 p.m. (New York City time) on October 7, 2025 (the “**Expiration Date**”), according to information received from D.F. King & Co., Inc., the information and tender agent for the Offer, U.S.\$431,267,000, or approximately 71.88%, of the principal amount outstanding of the Notes was validly tendered, and not validly withdrawn.

The following table sets forth certain information relating to the Offer, including the principal amount of the Notes validly tendered and not validly withdrawn and accepted for purchase in the Offer.

Title of Security	CUSIP	ISIN	Principal Amount Outstanding Prior to the Offer	Principal Amount Validly Tendered and Not Validly Withdrawn at or Prior to the Expiration Date ⁽¹⁾	Principal Amount Following Tender Offer	Consideration ⁽²⁾
6.125% Notes due 2026	71677W AA0 / L75833 AA8	US71677WAA09 / USL75833AA88	US\$600,000,000	US\$431,267,000	US\$168,733,000	US\$1,015.31

(1) No Notes were tendered pursuant to the Guaranteed Delivery Procedures.

(2) The amount to be paid for each US\$1,000 principal amount of Notes validly tendered and accepted for purchase as of the Expiration Date, excluding Accrued Interest to the Settlement Date.

The deadline for holders of Notes to tender their Notes in the Offer was the Expiration Date or, for Notes tendered pursuant to the Guaranteed Delivery Procedures (as defined in the Offer to Purchase), the Guaranteed Delivery Date (as defined in the Offer to Purchase). Accordingly, Notes that have been validly tendered and not validly withdrawn may not be withdrawn or such tenders revoked, except as required by applicable law. No Notes were tendered pursuant to the Guaranteed Delivery Procedures.

Holders who validly tendered and did not validly withdraw their Notes in the Offer on or prior to the Expiration Date will be eligible to receive the consideration of U.S.\$1,015.31 per U.S.\$1,000 principal amount of Notes tendered (the “**Consideration**”), as described in the Offer to Purchase.

The settlement date of the Offer will occur promptly after the acceptance by PRIO Lux for purchase of the Notes validly tendered at or prior to the Expiration Date and is expected to be no later than four business days following the Expiration Date, on October 14, 2025 (the “**Settlement Date**”), subject to extension by PRIO Lux in its sole discretion.

In addition to the Consideration, holders whose Notes are tendered and accepted for purchase pursuant to the Offer, including Notes tendered pursuant to the Guaranteed Delivery Procedures, will be paid accrued and unpaid interest on

the Notes from, and including, the last interest payment date to, but excluding, the Settlement Date (“**Accrued Interest**”), payable on the Settlement Date. For the avoidance of doubt, PRIO Lux will not pay accrued interest for any periods following the Settlement Date in respect of any Notes purchased in the Offer.

Completion of the Offer was conditioned upon the satisfaction or waiver of certain conditions described in the Offer to Purchase, which have been satisfied.

PRIO Lux has retained Itau BBA USA Securities, Inc., Banco BTG Pactual S.A. – Cayman Branch, Citigroup Global Markets Inc., Morgan Stanley & Co. LLC, Santander US Capital Markets LLC, Scotia Capital (USA) Inc., HSBC Securities (USA) Inc. and SMBC Nikko Securities America, Inc. to serve as dealer managers and D.F. King & Co., Inc. to serve as information and tender agent for the Offer. The Offer to Purchase, the related Notice of Guaranteed Delivery and any related supplements are available at the D.F. King & Co., Inc. website at www.dfking.com/prio. Requests for the Offer to Purchase and any related supplements may also be directed to D.F. King & Co., Inc. by telephone at +1 (212) 269-5550 or +1 (800) 859-8509 (US toll free) or in writing at prio@dfking.com. Documents relating to the Offer, including the Offer to Purchase and the Notice of Guaranteed Delivery, are also available at www.dfking.com/prio. Questions about the Offer may be directed to Itau BBA USA Securities, Inc. by telephone at +1 (888) 770-4828 (toll free) or +1 (212) 710-6749 (collect); Banco BTG Pactual S.A. – Cayman Branch by telephone at +1 (212) 293-4609 (collect); Citigroup Global Markets Inc. by telephone at +1 (800) 558- 3745 (toll free) or +1 (212) 723-6106 (collect); Morgan Stanley & Co. LLC by telephone at +1 (800) 624-1808 (toll free) or +1 (212) 761-1057 (collect); Santander US Capital Markets LLC by telephone at +1 (855) 404-3636 (toll free) or +1 (212) 350-0660 (collect); Scotia Capital (USA) Inc. by telephone at +1 (800) 372-3930 (toll free) or +1 (212) 225-5559 (collect), HSBC Securities (USA) Inc. at +1 (888) 4722-456 (toll free) or +1 (212) 525-5552 (collect); and SMBC Nikko Securities America, Inc. at +1 (888) 284-9760 (toll free) or +1 (212) 224-5163 (collect).

This press release shall not constitute an offer to purchase or a solicitation of acceptance of the offer to purchase. Neither the U.S. Securities and Exchange Commission, any U.S. state securities commission nor any regulatory authority of any other country has approved or disapproved of the Offer, passed upon the merits or fairness of the Offer or passed upon the adequacy or accuracy of the disclosure in the Offer to Purchase.

About PRIO Lux and the Guarantors

PRIO Lux is a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Grand Duchy of Luxembourg on May 29, 2012, and an indirect, wholly-owned subsidiary of PRIO S.A. PRIO Lux has its registered office at 13-15, avenue de la Liberté, L-1931 Luxembourg, Grand Duchy of Luxembourg, and is registered with the Luxembourg Register of Commerce and Companies (*Registre de commerce et des sociétés*, Luxembourg) under number B169933.

PRIO S.A. is a corporation (*sociedade por ações*) organized under the laws of Brazil. PRIO S.A. has its registered office at Praia de Botafogo, 370, 1st floor (parte), Botafogo, Rio de Janeiro, Brazil and is registered with the Corporate Taxpayer Registration Number (*Cadastro Nacional da Pessoa Jurídica*) under number 10.629.105/0001-68.

PRIO Comercializadora Ltda. is a limited liability company (*sociedade limitada*) organized under the laws of Brazil. PRIO Comercializadora Ltda. has its registered office at Praia de Botafogo, 370, 13th floor, Room 101C, Botafogo, Rio de Janeiro, Brazil and is registered with the Corporate Taxpayer Registration Number (*Cadastro Nacional da Pessoa Jurídica*) under number 11.058.804/0001-68.

PRIO Bravo Ltda. is a limited liability company (*sociedade limitada*) organized under the laws of Brazil. PRIO Bravo Ltda. has its registered office at Praia de Botafogo, 370, Dep 13 of the 13th floor, Room 101C, Botafogo, Rio de Janeiro, Brazil and is registered with the Corporate Taxpayer Registration Number (*Cadastro Nacional da Pessoa Jurídica*) under number 03.255.266/0001-73.

PRIO Forte S.A. is a corporation (*sociedade por ações*) organized under the laws of Brazil. PRIO Forte S.A. has its registered office at Praia de Botafogo, 370, Dep 2 of the 13th floor, Room 101C, Botafogo, Rio de Janeiro, Brazil and

is registered with the Corporate Taxpayer Registration Number (*Cadastro Nacional da Pessoa Jurídica*) under number 08.926.302/0001-05.

PRIO Internacional Ltda. is a limited liability company (*sociedade limitada*) organized under the laws of Brazil. PRIO Internacional Ltda. has its registered office at Praia de Botafogo, 370, Dep 3 of the 13th floor, Room 101C, Botafogo, Rio de Janeiro, Brazil and is registered with the Corporate Taxpayer Registration Number (*Cadastro Nacional da Pessoa Jurídica*) under number 05.495.044/0001-53.

PRIO Tigris S.A. is a corporation (*sociedade por ações*) organized under the laws of Brazil. PRIO Tigris S.A. has its registered office at Praia de Botafogo, 370, Dep 3 of the 13th floor (*parte*), Room 101C, Botafogo, Rio de Janeiro, Brazil and is registered with the Corporate Taxpayer Registration Number (*Cadastro Nacional da Pessoa Jurídica*) under number 06.871.406/0001-26.

Forward-Looking Statements

Statements in this press release may be “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, which are subject to risks and uncertainties. Other than statements of historical fact, information regarding activities, events and developments that PRIO Lux and the Guarantors expect or anticipate will or may occur in the future are forward-looking statements based on management’s estimates, assumptions and projections. Many forward-looking statements may be identified by the use of words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate” and similar expressions. Forward-looking statements contained in this press release are predictions only and actual results could differ materially from management’s expectations due to a variety of risk factors. All forward-looking statements attributable to PRIO Lux or the Guarantors are expressly qualified in their entirety by such risk factors. The forward-looking statements that PRIO Lux or the Guarantors make in this press release are based on management’s current views and assumptions regarding future events and speak only as of their dates. PRIO Lux or the Guarantors assume no obligation to update developments of these risk factors or to announce publicly any revisions to any of the forward-looking statements that PRIO Lux or the Guarantors make, or to make corrections to reflect future events or developments, except as required by the U.S. federal securities laws.