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NATURAL CAPITAL INFRA II FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES EM INFRAESTRUTURA – RESPONSABILIDADE LIMITADA

CNPJ/MF nº 65.323.706/0001-30

ATA DA ASSEMBLEIA ESPECIAL DE COTISTAS REALIZADA EM 29 DE JUNHO DE 2026

Data, Hora e Local: 29 de junho de 2026, às 11:00 horas, na sede social da Administradora do NATURAL CAPITAL INFRA II FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES EM INFRAESTRUTURA – RESPONSABILIDADE LIMITADA, inscrito no CNPJ/MF nº 65.323.706/0001-30 ("Fundo"), a TMF BRASIL SERVIÇOS DE ADMINISTRAÇÃO DE FUNDOS LTDA., inscrita no CNPJ sob o nº 18.313.996/0001-50, na Rua dos Pinheiros, nº 870, 22º andar, Pinheiros, cidade de São Paulo, Estado de São Paulo, CEP 05422-001 ("Administradora").

Convocação: Dispensada a convocação formal em razão da realização da assembleia por meio de procedimento de consulta formal, com a manifestação da totalidade dos cotistas, nos termos do art. 72, §7º, da Resolução CVM nº 175/2022.

Presença e Quórum de Instalação: Presentes, por meio de suas respectivas manifestações de voto em consulta formal, os titulares de 100% (cem por cento) das cotas subscritas do Fundo, conforme manifestações que integram a presente ata, bem como a Administradora e a NATURAL CAPITAL GESTÃO DE RECURSOS LTDA., inscrita no CNPJ sob o nº 48.392.176/0001-62, com sede na Rua Santa Luzia, nº 651, 31º andar, Centro, Cidade e Estado do Rio de Janeiro, CEP 20.021-903 ("Gestora").

Mesa: Presidente: Isaac Mizrahi. Secretária: Ana Carolina Jardim Salgado Martins Ribeiro.

Ordem do Dia: Considerar e deliberar sobre as Transações Conflitadas a seguir descritas. Considerando que:

(i) em 24 de outubro de 2025, o Ministério de Minas e Energia ("MME") publicou a Portaria Normativa MME nº 118, de 23 de outubro de 2025, estabelecendo as diretrizes e a sistemática para a realização do Leilão para Contratação de Potência Elétrica, denominado "Leilão de Reserva de Capacidade na forma de Potência de 2026 – LRCAP de 2026 – UTEs a Gás Natural, Carvão Mineral e UHEs" ("Leilão");

(ii) em 09 de março de 2026, o NATURAL CAPITAL INFRA II FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES EM INFRAESTRUTURA – RESPONSABILIDADE LIMITADA, inscrito no CNPJ/MF sob o nº 65.323.706/0001-30 ("FIP-IE II"), e a Natural Energia S.A., sociedade por ações inscrita no CNPJ sob o nº 55.914.761/0001-40 ("NESA"), constituíram consórcio para participação no Leilão, sendo o projeto subjacente, a ser desenvolvido pela Nova Era Infraestrutura S.A., sociedade anônima inscrita no CNPJ sob o nº 66.682.575/0001-40 ("Nova Era" e "Projeto UTE Nova Era", respectivamente);

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(iii) o NATURAL CAPITAL INFRA FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES EM INFRAESTRUTURA – RESPONSABILIDADE LIMITADA, inscrito no CNPJ/MF sob o nº 52.653.794/0001-96 ("FIP-IE I"), é titular da totalidade das ações de emissão da NESA, e o FIP-IE II é titular de 99,99% (noventa e nove vírgula noventa e nove por cento) das ações de emissão da Nova Era;

(iv) o NATURAL ENERGIA NOVA ERA FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES EM INFRAESTRUTURA RESPONSABILIDADE LIMITADA, inscrito no CNPJ/MF sob o nº 67.710.184/0001-54 ("FIP Nova Era"), o FIP-IE I e o FIP-IE II são geridos pela Gestora, razão pela qual as operações ora deliberadas configuram transações entre fundos sob gestão comum, caracterizando potencial conflito de interesses nos termos do artigo 21, II, do Anexo Normativo IV da Resolução CVM nº 175, de 23 de dezembro de 2022, conforme alterada ("Resolução CVM 175" e "Transações Conflitadas", respectivamente);

Deliberar sobre a aprovação das Transações Conflitadas a seguir descritas:

(A) o recebimento, pelo Fundo, da contribuição realizada pelo FIP-IE I de ações de emissão da NESA representativas de 79,58% (setenta e nove vírgula cinquenta e oito por cento) do capital social da NESA, pelo valor de R$ 38.962.000,00 (trinta e oito milhões, novecentos e sessenta e dois mil reais), mediante integralização, pelo FIP-IE I, de cotas de emissão do Fundo ("Contribuição NESA");

(B) a celebração e implementação, pelo Fundo, do Contrato de Compra e Venda de Ações, por meio do qual o Fundo aliena ao FIP Nova Era: (i) as ações de emissão da NESA representativas de 79,58% (setenta e nove vírgula cinquenta e oito por cento) do seu capital social, pelo preço de R$ 38.962.000,00 (trinta e oito milhões, novecentos e sessenta e dois mil reais); e (ii) as ações de emissão da Nova Era representativas de 99,99% (noventa e nove vírgula noventa e nove por cento) do seu capital social, pelo preço de R$ 7.510.000,00 (sete milhões, quinhentos e dez mil reais), totalizando o valor de R$ 46.472.000,00 (quarenta e seis milhões, quatrocentos e setenta e dois mil reais) devido pelo FIP Nova Era ao Fundo ("Preço" e "Contrato de Compra e Venda", respectivamente);

(C) o reinvestimento integral, pelo Fundo, da totalidade do Preço no FIP Nova Era, mediante subscrição e integralização de cotas de emissão do FIP Nova Era em montante equivalente ao Preço, observado que os recursos devidos pelo FIP Nova Era ao Fundo a título de Preço poderão ser compensados com os recursos devidos pelo Fundo ao FIP Nova Era a título de integralização das referidas cotas, dispensando-se o efetivo fluxo de recursos financeiros entre o Fundo e o FIP Nova Era;

(D) a aprovação de todos os atos de fechamento, declarações, garantias, obrigações de indenização e demais obrigações previstos no Contrato de Compra e Venda e nos instrumentos relativos às operações acima; e

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(E) a autorização à Gestora e aos demais prestadores de serviços essenciais do Fundo para, em nome e por conta do Fundo, assinar os instrumentos relativos às Transações Conflitadas, seus aditamentos, instrumentos acessórios, procurações e boletins de subscrição, bem como praticar todos os atos necessários ou convenientes à formalização e ao cumprimento das operações ora aprovadas.

Deliberações: Após análise das manifestações de voto apresentadas em consulta formal e dos documentos disponibilizados aos cotistas, incluindo o Contrato de Compra e Venda em sua forma substancialmente final, a totalidade dos cotistas do Fundo, observado o disposto no artigo 21, II, do Anexo Normativo IV da Resolução CVM 175 e a ciência expressa quanto à situação de potencial conflito de interesses, aprovou, por unanimidade, a realização de todas as Transações Conflitadas constantes da Ordem do Dia, nos itens (A) a (E) acima, autorizando a Gestora e a Administradora, conforme aplicável, a praticar todos os atos necessários à sua implementação.

Encerramento: Nada mais havendo a ser tratado, foram encerrados os trabalhos, lavrando-se a presente ata, em forma de sumário, que, após lida e aprovada, foi assinada pelo presidente e pela secretária.

São Paulo, 29 de junho de 2026.

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Isaac Mizrahi
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CPF: 90833643720
Papel: Diretor
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O: ICP-Brasil, OU: Secretaria da Receita Federal do Brasil - RFB
C: BR
Emissor: AC VALID RFB v5
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Isaac Mizrahi
Presidente da Mesa

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Ana Carolina Jardim Salgado Martins Ribeiro
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CPF: 14331710742
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O: ICP-Brasil, OU: VideoConferencia
C: BR
Issuer: AC Certisign RFB G5
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Ana Carolina Jardim Salgado Martins Ribeiro
Secretária da Mesa

Certificado de Conclusão

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Eventos do signatário	Assinatura	Registro de hora e data
Ana Carolina Jardim Salgado Martins Ribeiro ID: 143.317.107-42 Cargo do Signatário: Diretora anacarolina.martins@naturalcapitalasset.com.br CEO e Diretora de Investimentos Nível de segurança: E-mail, Autenticação da conta (Nenhuma), Certificado Digital **Detalhes do provedor de assinatura:** Tipo de assinatura: ICP-Brasil Emissor: AC Certisign RFB G5 CPF do signatário: 14331710742 Cargo do Signatário: Diretora Assunto: CN=ANA CAROLINA JARDIM SALGADO MARTINS RIBEIRO:14331710742	Signed by: Ana Carolina Jardim Salgado Martins Ribeiro E7DC894E7ED548B... Adoção de assinatura: Estilo pré-selecionado Usando endereço IP: 186.205.13.119 Política de certificado: [1]Certificate Policy: Policy Identifier=2.16.76.1.2.3.6 [1,1]Policy Qualifier Info: Policy Qualifier Id=CPS Qualifier: http://icp-brasil.certisign.com.br/repositorio/dpc/AC_Certisign_RFB/DPC_AC_Certisign_RFB.pdf	Enviado: 30/06/2026 11:20:13 Visualizado: 30/06/2026 11:46:18 Assinado: 30/06/2026 11:46:57
Termos de Assinatura e Registro Eletrônico: Aceito: 30/06/2026 11:46:18 ID: 123d4f91-f136-439b-b584-cd9d189d16b5		
Isaac Mizrahi ID: 908.336.437-20 Cargo do Signatário: Diretor isaac.mizrahi@naturalcapitalasset.com.br CFO Nível de segurança: E-mail, Autenticação da conta (Nenhuma), Certificado Digital **Detalhes do provedor de assinatura:** Tipo de assinatura: ICP-Brasil Emissor: AC VALID RFB v5 CPF do signatário: 90833643720 Cargo do Signatário: Diretor Assunto: CN=ISAAC MIZRAHI:90833643720	Assinado por: Isaac Mizrahi 547B423242D042C... Adoção de assinatura: Estilo pré-selecionado Usando endereço IP: 201.76.171.130 Política de certificado: [1]Certificate Policy: Policy Identifier=2.16.76.1.2.1.37 [1,1]Policy Qualifier Info: Policy Qualifier Id=CPS Qualifier: http://icp-brasil.validcertificadora.com.br/ac-validrfb/dpc-ac-validrfbV5.pdf	Enviado: 30/06/2026 11:20:13 Visualizado: 30/06/2026 11:46:46 Assinado: 30/06/2026 11:47:30
Termos de Assinatura e Registro Eletrônico: Aceito: 30/06/2026 11:46:46 ID: 7a198b2e-cad5-4bdc-947d-48b480db51cc		

Eventos do signatário presencial	Assinatura	Registro de hora e data
Eventos de entrega do editor	**Status**	**Registro de hora e data**
Evento de entrega do agente	**Status**	**Registro de hora e data**
Eventos de entrega intermediários	**Status**	**Registro de hora e data**
Eventos de entrega certificados	**Status**	**Registro de hora e data**
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Eventos do tabelião	**Assinatura**	**Registro de hora e data**
Eventos de resumo do envelope	**Status**	**Carimbo de data/hora**
Envelope enviado	Com hash/criptografado	30/06/2026 11:20:13
Entrega certificada	Segurança verificada	30/06/2026 11:46:46
Assinatura concluída	Segurança verificada	30/06/2026 11:47:30
Concluído	Segurança verificada	30/06/2026 11:47:31
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