



Publicly-listed Company
CNPJ/MF: 14.110.585/0001-07
NIRE: 35.300.616.316

MATERIAL FACT

Méliuz S.A. (B3: CASH3) (“**Company**” or “**Méliuz**”), in compliance with the provisions of the Brazilian Securities and Exchange Commission Resolution (Comissão de Valores Mobiliários) (“**CVM**”) No. 44, of August 23, 2021, as amended, in Article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended (the “**Corporation Law**”), in CVM Resolution No. 160, of July 13, 2022, as amended (“**CVM Resolution 160**”), and, in continuity with the material facts disclosed on May 19, 2025, on May 30, 2025 (the latter, the “**Material Fact of the Offering**”) and on June 6, 2025 (“**Material Fact of Modification of the Offering**”), it informs its shareholders and the market in general that, within the scope of the public offering of primary distribution of common shares issued by the Company, with warrants (*bônus de subscrição*) (the “**Offering**”), the following was approved, at a meeting of the Board of Directors held on June 12, 2025: the price per share of R\$7.06 (the “**Price per Share**”), the effective increase of the Company’s share capital, in the total amount of R\$180,078,029.18, and the issuance of the Warrants (as defined below).

Due to the increase in the Company’s share capital within the scope of the Offer, the Company’s new share capital will become R\$570,485,230.99, divided into 112,695,889 common shares, all nominative, book-keeping and without nominal value.

Shares and Warrants (as defined below) issued under the Offering will be traded at B3 S.A. – Brasil, Bolsa, Balcão (“**B3**”) from June 16, 2025, with the physical and financial settlement of Shares and Warrants taking place on June 17, 2025.

I. OFFERING

The Offering consisted of the primary public distribution of 25.506.803 new common shares, all nominative, in book-entry form, without nominal value, free and clear of any liens or encumbrances issued by the Company, considering the Additional Shares (as defined below) (the “**Shares**”), totaling a total amount of the Offering of R\$180.078.029,18, considering the Price per Share. In addition, 43,361,563 warrants were delivered to the subscribers of the Shares, divided into 5 series, and for each Share subscribed as part of the Offering, warrants were granted in the proportion defined for each of their series, as per the terms and conditions described in the table of item “*III. Warrants*” below (the “**Warrants**”).

The Offering was carried out under the regime of automatic registration of distribution, pursuant to article 26, item II, point (a) of CVM Resolution 160, in Brazil, in an unorganized over-the-counter market, under the coordination of **BTG PACTUAL INVESTMENT BANKING LTDA.** (“**BTG Pactual**” or “**Lead Coordinator**”), pursuant to Law No. 6,385, of December 7, 1976 (the “**Securities Market Law**”) and in accordance with the procedures of CVM Resolution 160, the “*Código ANBIMA de Regulação e Melhores Práticas para Estruturação, Coordenação e Distribuição de Ofertas Públicas de Valores Mobiliários e Ofertas Públicas de Aquisição de Valores Mobiliários*” and the respective “*Regras e Procedimentos de Ofertas Públicas*”, currently in force, issued by the Brazilian Association of Financial and Capital Markets Entities (*Associação Brasileira das Entidades dos Mercados Financeiro e de Capitais*) (“**ANBIMA**” and “**ANBIMA Rules and Procedures**”, respectively), and other applicable legal provisions, in compliance with the provisions of the *Novo Mercado* Regulation of B3 (the “**Novo Mercado Regulation**”) and the Manual of Operational Procedures of Chamber B3 (the “**B3 Chamber MOP**”), currently in force, under the “*Contrato de Coordenação, Colocação e Garantia Firme de Liquidação de Oferta Pública de Distribuição Primária de Ações Ordinárias, com Bônus de Subscrição, de Emissão do Méliuz S.A.*”, entered into between the Company and the Lead Coordinator (the “**Brazilian Placement Agreement**”).

The target audience of the Offering in Brazil consisted exclusively of: **(i)** Shareholders (as defined in the Material Fact of the Offering), within the scope of the Priority Offering (as defined in the Material Fact of the Offering); **and (ii)** following completion of the Priority Offering, Professional Investors (as defined in the Material Fact of the Offering), through the Professional Offering (as defined in the Material Fact of the Offering).

At the same time, efforts were also made to place the Shares abroad by BTG Pactual US Capital LLC (the “**International Placement Agent**”): **(a)** in the United States of America, exclusively to qualified investors (qualified institutional buyers), resident and domiciled in the United States of America, as defined in Rule 144A edited by U.S. Securities and Exchange Commission (the “**SEC**”) in transactions exempt from registration as provided for in the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and the regulations issued under the Securities Act, as well as under any other federal and state rules of the United States of America on securities; **and (b)** in other countries except Brazil and the United States of America, to investors considered non-residents or domiciled in Brazil or the United States of America or not organized in accordance with the laws of those countries (non-U.S. persons) under the terms of Regulation S, within the scope of the Securities Act, and to investors not resident or not organized in accordance with the laws of Brazil or the United States of America, in both cases, observing the legislation in force in the country of residence of each investor (investors described in (a) and (b) above, together, “**Foreign Investors**” and, together with Local Institutional Investors (as defined in the Material Fact of the Offering), “**Professional Investors**”). The efforts to place the Shares with Foreign Investors, exclusively abroad, were carried out under the “**Placement Facilitation Agreement**”, entered into between the Company and the International Placement Agent (the “**International Placement Agreement**”).

Pursuant to article 50, sole paragraph, of CVM Resolution 160, the amount of Shares initially offered was, at the discretion of the Company, in common agreement with the Lead Coordinator, added by approximately 49.98% of the total shares initially offered, i.e. in 8.500.000 common shares and 14.450.000 corresponding warrants, observed the same proportion between series of Warrants initially issued, under the same conditions and at the same price as the Shares initially offered (the “**Additional Shares**”).

The Lead Coordinator has placed the Shares and Warrants, in accordance with the other provisions set forth in the Brazilian Placement Agreement. The Shares that are the subject to placement efforts abroad by the International Placement Agent with Foreign Investors will be fully placed in Brazil by the Lead Coordinator, pursuant to article 19, paragraph 4, of the Securities Market Law, and obligatorily subscribed and paid-in in Brazil, in national currency, through the investment mechanisms regulated by the Central Bank of Brazil and the CVM.

Within the scope of the Offering, there will be no distribution of the supplemental lot provided for in Article 51 of CVM Resolution 160. **There will therefore be no procedure to stabilize the price of the common shares issued by the Company after the Offering is made and, consequently, the price of shares in the secondary market of B3 may fluctuate significantly after the Shares are placed.**

II. PRICE PER SHARE

The Price per Share is R\$ 7.06.

The Price per Share was fixed by the Board of Directors after the completion of the procedure for collecting investment intentions, carried out in Brazil exclusively with local Professional Investors (as defined in the Material Fact of the Offering), by the Lead Coordinator, under the terms of the Brazilian Placement Agreement, and abroad, with Foreign Investors, by the International Placement Agent, pursuant to the International Placement Agreement (the “**Bookbuilding Procedure**”).

The choice of the criteria for determining the Price per Share was justified in that the price of the Shares was measured using as parameter: **(i)** the price of the common shares issued by the Company in B3 on the date of fixing the Price per Share; **(ii)** the delivery of the Warrants as an additional advantage to subscribers; and **(iii)** the result of the Bookbuilding Procedure, based on the indications of interest according to the quality and quantity of demand (by volume and price) for the Shares, collected from Professional Investors, and therefore, with unjustified dilution of the Company's current shareholders, pursuant to article 170, paragraph 1, point III, of the Corporation Law.

Shareholders who participated exclusively in the Priority Offering did not participate in the Bookbuilding Procedure and, therefore, did not participate in the process of determining the Price per Share.

It was accepted the participation of Professional Investors in the Bookbuilding Procedure that were Related Persons, pursuant to Article 2, paragraph XVI of CVM Resolution 160 and Article 2nd, paragraph XII, of CVM Resolution No. 35, of May 26, 2021. Considering that there was excess of demand higher in 1/3 than the amount of Shares initially offered (without considering the Additional Shares), it was not allowed to place Shares with Professional Investors that were Related Persons.

The participation of Professional Investors who were Related Persons in the Bookbuilding Procedure may have adversely impacted the formation of Price per Share, and the investment in Shares by Professional Investors that are Related Persons may promote a reduction in the liquidity of common shares and the warrants issued by the Company in the secondary market.

III. WARRANTS

Within the scope of the Offer, the Company approved, at a meeting of the Board of Directors held on June 12, 2025, the issuance and allocation of the Warrants in 5 series, without issuance price, as an additional benefit to the subscribers of the Shares in the Offering, and for each Share subscribed to the Offering, the Company granted Warrants in the ratio defined below for each of their series, totaling the issuance of 43.361.563 Warrants of which (i) 8.927.381 Warrants – First Series, (ii) 8.927.381 Warrants – Second series, (iii) 8.672.313 Warrants –Third Series, (iv) 8.417.244 Warrants – Fourth Series e (v) 8.417.244 Warrants – Fifth Series.

Warrants will have the features described below:

Series	Amount of Shares	Amount of Warrants (1)	Price of Exercise(1)	Exercise period	
				Start Date	Due date
First Series	Every 1 (one) Share	0.35	R\$8.24	From the start date of trading of the Warrants - First Series on B3	August 1, 2025
Second Series	Every 1 (one) Share	0.35	R\$8.55	From the start date of trading of the Warrants - Second Series on B3	September 5, 2025
Third Series	Every 1 (one) Share	0.34	R\$8.88	From the start date of trading of the Warrants - Third Series on B3	October 3, 2025
Fourth Series	Every 1 (one) Share	0.33	R\$9.24	From the start date of trading of the Warrants – Fourth Series on B3	November 7, 2025
Fifth Series	Every 1 (one) Share	0.33	R\$9.61	From the start date of trading of the Warrants – Fifth Series on B3	December 5, 2025

⁽¹⁾ The amount and the price of the exercise are subject to any adjustments as a result of any Adjustment Event (as defined below).

If there are: **(i)** reverse stock splits, stock splits or bonifications up to the Exercise Date (as defined below) of the respective series, the Amount of Shares (as defined in the table above) of the respective series and/or the Exercise Price (as defined in the table above) of the respective series will be automatically adjusted in proportion to the reverse stock split (s), stock splits or bonification(s) occurred until the date of exercise of the respective series, on the date on which the Shares then in free float are traded “ex” on the spot market; and **(ii)** dividend distribution, interest on equity or other income in cash to which the Shares are entitled (“**Income**”), the Exercise Price of the respective series will be automatically adjusted on the date on which the Shares then existing are traded “ex” in the spot market, by deduction of the amount corresponding to the Income of the Exercise Price, provided that the Exercise Price of the respective series may not be less than R\$0.01 (the “**Adjustment Event**”).

The terms defined in capital letters below, when used without mentioning a specific series, should be deemed to apply in the case of each respective series of Warrants.

Form of exercise: The Warrants of the respective series may be exercised, in the Exercise Period of the respective series, as defined in the table above (each being an “**Exercise Period**”), provided that on a Business Day, at the sole discretion of the respective holder, upon request for exercise, observed the exercise procedures provided below.

Exercise Date: The request for the exercise of the Warrants of the respective series shall be made on a Business Day by the respective holder in writing to BTG Pactual Serviços Financeiros S.A. DTVM, institution responsible for booking of the common shares issued by the Company (the “**Bookkeeping Agent**”), with a copy to the Company, or through the custodian with authorization to access the custody of assets in the B3 environment, duly qualified to act in the exercise of the priority right in the scope of public offerings of shares, pursuant to the B3 Chamber MOP (the “**Custodian**”) in the context of the Central Depository of Assets of B3 (the “**Central Depository**”), as the case may be, during the Exercise Period of the respective series (the “**Exercise Date**”), observing the rules and procedures of the Bookkeeping Agent and the Central Depository, as the case may be. In this particular instance, if the Warrants of the respective series:

- are not under custody at the Depository Central, the exercise request must be made until the last Business Day of any Weekly Period of the respective series (as defined below); or

- are under custody at the Depositary Central, the exercise request must be made until the penultimate Business Day of any Weekly Period of the respective series.

Subscription of the Shares: The subscription of the shares arising from the exercise of each Warrant will take place at the time of the exercise of the right and the payment of the shares then subscribed will take place in national currency, subject to the rules and procedures proper to the Bookkeeping Agent and the Depositary Central, as the case may be.

Issuance of Shares and Approval of Capital Increase: The Company's Board of Directors shall approve the capital increases corresponding to the amount of Warrants effectively exercised in the previous week (each of these successive weekly intervals, "Weekly Period").

In the event that, every Weekly Period:

- At least 1 Warrant is exercised, the Board of Directors of the Company shall approve and ratify an increase in the Company's capital, within the limit of the authorized capital provided for in the Bylaws, by issuing the amount of Shares corresponding to the sum of the Amounts of Shares of the respective series to which the Warrants of the respective series exercised in the respective Weekly Period of the respective series are entitled to (each of these meetings of the Board of Directors of the Company, the "Warrants Exercise RCA"). For all legal purposes, the Warrants of the respective series that are exercised in a certain Weekly Period of the respective series will only be converted into Shares on the date of completion of the corresponding Warrants Exercise RCA; or
- No Warrants of the respective series is exercised, the corresponding Warrants Exercise RCA will not be held.

Share Credit: The Shares subscribed as a result of the exercise of the Warrants of the respective series will be credited on behalf of the respective subscribers on the date of realization of the corresponding Warrants Exercise RCA (each, a "Credit Date"), provided that each Warrants Exercise RCA must be performed on the first Business Day after the end of the respective Weekly Period.

Share Rights: The Shares subscribed and paid-in as a result of the exercise of the Warrants of the respective series will confer to their holders, from the date of realization of the Warrants Exercise RCA, the same rights, advantages and restrictions conferred on the then shareholders of the Company, under the terms of the Bylaws, the Corporation Law, and the *Novo Mercado* Regulation, as in force on the date of the corresponding Warrants Exercise RCA.

Changes in the features of the Warrants: Any changes in the features of the Warrants of the respective series, as originally approved by the Board of Directors, will be fully effective in relation to all Warrants then existing, as long as approved by the Board of Directors of the Company and approved by the majority of the Warrants holders of the respective series present to the special meeting of Warrants holders of the respective series specially convened for this purpose.

Share Fractions Treatment: The amount of Shares in the respective series resulting from the exercise of the Warrants in the respective series must always correspond to an integer number. For investors who hold more than one Warrant of the respective series, the totality of the Warrants of the respective series held and exercised by the same holder in the period of exercise of the respective series shall be considered. Subscribers to the Shares and Warrants will receive entire numbers of Shares and Warrants (disregarding Share fractions and Warrants).

Warrants are autonomous and untied securities of Shares and will be delivered to the respective Subscribers on the Business Day following the Offering Settlement Date and will be registered for trading in the secondary market in the special listing segment of B3 governed by the *Novo Mercado* Regulation.

Additional information related to the exercise procedure of the Warrants, including any adjustments of an operational nature, will be disclosed by the Company in advance by means of notice to the holders of Warrants of the respective series.

IV. ESTIMATED OFFERING TIMELINE

Below is an estimated timeline of the main stages of the Offering, informing its main events from this date:

	Events	Date of completion/ Estimated date(1)
1	<ul style="list-style-type: none"> Closing of the Determination Period (until 14:00 hours) Closing of the Presentations for Potential Investors' Roadshow⁽²⁾ Closing of the Bookbuilding Procedure Fixing the Price per Share Meeting of the Board of Directors of the Company Approving, Among Other Matters, the Price per Share, the Increase in the Company's Capital, the Issuance of the Warrants and the Ratification of the Capital Increase Registration of the Offering by CVM Disclosure of Material Fact of the Price per Share Disclosure of the Commencement Announcement Signature of the Brazilian Placement Agreement and other Documents Related to the Offering 	June 12, 2025
2	<ul style="list-style-type: none"> Disclosure of this Material Fact of Price per Shares Disclosure of the Announcement of Commencement 	June 13, 2025
3	<ul style="list-style-type: none"> Start date of Shares and Warrants trading on B3 	June 16, 2025
4	<ul style="list-style-type: none"> Settlement Date of Shares and Warrants 	June 17, 2025
5	<ul style="list-style-type: none"> Date of Credit of Warrantes in the Custody Accounts of the Subscribers of the Shares 	June 18, 2025
6	<ul style="list-style-type: none"> Deadline for Disclosure of the Closing Announcement 	December 9, 2025

⁽¹⁾ All dates provided for future events are indicative only and are subject to changes, suspensions, extensions and advances without notice, at the discretion of the Company and the Lead Coordinator. In addition, such timeline may be changed if circumstances change, or revocation or modification of the Offering occur. Any changes to the timeline of the Offering will be disclosed by means of a communication published on the websites of the Company, CVM and B3.

⁽²⁾ Presentations to potential investors (*roadshow*) were held in Brazil and abroad.

V. ADDITIONAL INFORMATION

For the purposes of the provisions of this Material Fact, the “Business Day(s)” mean any day other than Saturday, Sunday or national holiday or, still, when there is no bank office in the city of São Paulo, State of São Paulo.

Except as specifically defined in this Material Fact, the terms used herein that are capitalized will have the meaning assigned to them in the Material Fact of the Offering and/or in the Material Fact of Modification of the Offering. The other terms, conditions and procedures related to the Offering remain unchanged in relation to those disclosed in the Material Fact of the Offering and/or in the Material Fact of Modification of the Offering.

The Offering followed the regime of automatic registration before CVM, pursuant to article 26 of CVM Resolution 160, and was therefore not subject to the prior analysis of the CVM, and the automatic registration of the Offering was performed out on June 12, 2025, under no. CVM/SRE/AUT/ACO/PRI/2025/003.. The Offering was not subject to prior analysis by CVM, ANBIMA or any regulatory or self-regulatory entity, however, after the publication of the Closing Notice, the Offering will be subject to registration with ANBIMA, according to articles 15 and following of ANBIMA Rules and Procedures.

For information on the Offering, such as Use of Proceeds, Capitalization, Dilution and Distribution Costs, see item “12.9. *Valores mobiliários – Outras informações relevantes*” of the Reference Form.

This Material Fact is for informational purposes only and does not constitute an offer to sell securities abroad, including in the United States of America or any other jurisdiction. This Material Fact shall not under any circumstances be considered and/or construed as, or constitute, a recommendation for investment or offer of sale, solicitation or offer to purchase any securities issued by the Company.

In particular, the Shares subject to the Offering may not be offered or sold in the United States of America without registration or exemption from registration under the Securities Act or in accordance with an exemption of registration or a transaction not subject to registration requirements under the Securities Act. The Company, the Lead Coordinator and the International Placement Agent have not made or intend to make any registration of the Offering or Shares in the United States of America or with any agency or regulatory body of the capital markets of any other country.

The Company will keep its shareholders and the market in general informed of any relevant updates related to the Offering in accordance with the applicable regulations. Additional information may be obtained from the Company’s Investor Relations Department or at the websites of the CVM websites (www.gov.br/cvm), B3 (www.b3.com.br) and the Company (<https://ri.meliuz.com.br/>).

São Bernardo do Campo, June 13, 2025

Marcio Loures Penna

Investor Relations and Corporate Governance Officer