



**EMPREENDIMENTOS PAGUE MENOS S.A.**

*Publicly-held Company*

CVM Code No. 02260-8

CNPJ/MF No. 06.626.253/0001-51 | NIRE 23300020073

**MATERIAL FACT**

*Potential Offering of Shares and Discontinuity of Projections*

**EMPREENDIMENTOS PAGUE MENOS S.A.** (B3: PGMN3) ("**Company**"), in compliance with the provisions of article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended (Brazilian Corporations Law) and with the provisions of the Brazilian Securities and Exchange Commission ("**CVM**") Resolution No. 44, of August 23, 2021, as amended, hereby informs its shareholders and the market in general that it is currently evaluating the possibility of conducting a primary offering of common shares to be issued by the Company and a secondary offering of common shares issued by the Company that are held by certain funds managed by General Atlantic ("**Shares**") with an estimated aggregate amount of approximately R\$ 250,000,000.00 (two hundred fifty million reais), to be carried out in Brazil and directed exclusively to professional investors, as defined in articles 11 and 13 of CVM Resolution No. 30 of May 11, 2021, as amended, pursuant to the applicable laws and regulations, and with placement efforts abroad relying on exemptions from registration requirements under the U.S. Securities Act of 1933, as amended (the "Securities Act") ("**Potential Offering**").

For such purposes, the Company has engaged financial institutions to provide financial advisory services in connection with the Potential Offering, including preparatory work for assessing the feasibility and defining the terms of the Potential Offering. The Company clarifies that, should the Potential Offering be carried out, priority rights will be granted to the Company's existing shareholders for the subscription of shares to be issued pursuant to the primary portion of the Potential Offering, and the applicable procedure for participation will be disclosed in due course through a further communication to the market, as applicable.

Considering the matters set forth herein, as of this date, the Company hereby informs that it has also opted to discontinue the disclosure of the financial guidance previously presented in item 3 of its Reference Form (*Formulário de Referência*), with the purposes of aligning its projection disclosure policy with the procedures usually adopted by its independent auditors and other advisors within the scope of a transaction such as the Potential Offering.

The consummation of the Potential Offering, as well as the determination of its terms and conditions, is subject, among other factors, to prevailing conditions in the Brazilian and international capital markets, to the obtention of the necessary approvals, including corporate approvals and, if applicable, approvals from third parties, to favourable political and macroeconomic conditions, investor interest, and other factors beyond the Company's control. Accordingly, as of the date hereof, no public offering of shares and/or any other securities issued by the Company is being carried out in Brazil or in any other jurisdiction. If consummated, the Potential Offering will not result in a change in the Company's controlling shareholder and will be conducted in accordance with applicable laws and regulations.

**The securities described in this Material Fact have not been and will not be registered under the Securities Act or any other U.S. federal or state securities law, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act.**

**This Material Fact is for informational purposes only and does not constitute an offer to sell securities, in Brazil or abroad, including in the United States or in any other jurisdiction. This Material Fact is not intended to be published or distributed, directly or indirectly, in the United States. Under no circumstances shall this Material Fact be construed as, or constitute, an investment recommendation or an offer to sell, a solicitation of an offer to buy or an offer to purchase any securities issued by the Company.**

The Company will keep its shareholders and the market duly informed of any relevant developments related to the matter, through its usual communication channels: CVM ([www.gov.br/cvm](http://www.gov.br/cvm)), B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and the Company ([ri.paguemenos.com.br/](http://ri.paguemenos.com.br/)) websites.

Fortaleza, September 15, 2025.

**EMPREENHIMENTOS PAGUE MENOS S.A.**

**Luiz Renato Novais**

Chief Financial and Investor Relations Officer