



VITRU BRASIL EMPREENDIMENTOS, PARTICIPAÇÕES E COMÉRCIO S.A.

CNPJ No. 20.512.706/0001-40

NIRE 42.300.047.520

Publicly-Held Company – CVM Code 02705-7

MATERIAL FACT

VITRU BRASIL EMPREENDIMENTOS, PARTICIPAÇÕES E COMÉRCIO S.A. ("Vitru" or the "Company"), in compliance with Brazilian Law No. 6,404 of December 15, 1976, as amended (the "Brazilian Corporations Law"), and the regulations of the Brazilian Securities Commission ("CVM"), in particular CVM Resolution No. 44 of August 23, 2021, as amended, hereby informs its shareholders and the market in general that, at a meeting held on this date, its Board of Directors approved, ad referendum of the Company's Extraordinary Shareholders' Meeting, the management's proposal for a corporate reorganization involving the incorporation by the Company of Cesumar (as defined below), its current controlled entity, pursuant to the terms and conditions set forth below.

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

Vitru Brasil Empreendimentos, Participações e Comércio S.A., a corporation (*sociedade por ações*) with headquarters in the City of Florianópolis, State of Santa Catarina, at Rodovia José Carlos Daux, No. 5.500, Torre Jurerê A, 2nd Floor, Room T, Saco Grande neighborhood, ZIP Code 88032-005, enrolled with the CNPJ under No. 20.512.706/0001-40, registered with the CVM as a Category "A" publicly-held company under code 02705-7. The Company is a holding entity through which all its subsidiaries operate, offering undergraduate, graduate, professional, and technical courses.

Cesumar Centro de Ensino Superior de Maringá Ltda., a limited liability company (*sociedade empresária limitada*) with headquarters in the City of Maringá, State of Paraná, at Avenida Guedner, No. 1610, Zona 08, ZIP Code 87050-390, enrolled with the CNPJ under No. 79.265.617/0001-99, with its articles of association filed with the Commercial Registry of the State of Paraná under NIRE 4120592396 ("Cesumar" and, jointly with the Company, the "Parties"). Cesumar is a higher-education institution that offers on-campus and distance-learning programs, with emphasis on the distance-learning (EAD) modality.

The Parties intend to submit for approval by their respective shareholders and sole quotaholder, as applicable, a corporate reorganization consisting of the incorporation of Cesumar into the Company, pursuant to Articles 223 to 227 of the Brazilian Corporations Law (the "Incorporation").

2. Description and purpose of the transaction

The Parties are part of the same economic group, with the Company being the direct holder of 103,196,725 (one hundred three million, one hundred ninety-six thousand, seven hundred twenty-five) quotas of Cesumar, with a par value of R\$ 1.00 (one real) each, representing 100 % of Cesumar's capital stock.

If approved at the Company's Extraordinary Shareholders' Meeting, the Incorporation will be effected without an increase in the Company's share capital and, therefore, without dilution of its current shareholders. Consequently, pursuant to Article 16 of CVM Resolution No. 78 of March 29, 2022 ("CVM Resolution 78"), the obligations set forth in Chapter III thereof are not applicable.

Management believes that the proposed reorganization, by enabling the Company to directly undertake the activities currently conducted by Cesumar, will result in a more efficient structure. In this context, the transaction will simplify the corporate structure and allow for more effective financial management through the consolidation of activities.

If approved by the Company's shareholders and Cesumar's sole quotaholder, the Incorporation will become effective as of January 1st, 2026 (inclusive).

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

Management believes that the proposed reorganization, by enabling the Company to directly undertake the activities currently conducted by Cesumar, will result in a more efficient structure. In this context, the transaction will simplify the corporate structure and allow for more effective financial management through the consolidation of activities.

The estimated consolidated costs and expenses, including fees of legal and financial advisors, appraisers, and auditors related to the Incorporation, will total approximately R\$ 1,900,000.00 (one millions and nine hundred thousand reais). Management clarifies that the estimated amount may not be fully incurred.

Management does not foresee material risks to the implementation of the Incorporation other than those customarily applicable to the daily activities of the entities involved and compatible with their size and operations. The risk factors relating to Cesumar's activities are already reflected in the Company's Reference Form.

4. Exchange ratio of shares

Not applicable, since all quotas of Cesumar are directly held by the Company.

5. Criteria for establishing the exchange ratio

Not applicable, as per the preceding item.

6. Main assets and liabilities that will form each portion of the equity in the event of a spin-off

Not applicable.

7. Whether the transaction was or will be submitted to Brazilian or foreign authorities

No approval from Brazilian or foreign authorities is required for the consummation of the Incorporation. The relevant corporate acts will be filed with the competent commercial registries and other authorities as necessary to give effect to the Incorporation.

8. In transactions involving controlling, controlled, or commonly controlled companies, the share exchange ratio calculated in accordance with Article 264 of Law No. 6,404 of 1976

As stated in the CVM Collegiate Meeting Report No. 6 of February 15, 2018, in Proceeding No. 19957.011351/2017-21, and in item 7.4 of CVM/SEP Annual Circular Letter-2025 of February 27, 2025, the CVM has expressed the view that Article 264 of the Brazilian Corporations Law does not apply to mergers of a controlled company into its controlling publicly-held company where there are no non-controlling shareholders in the controlled entity, which is the case for this Incorporation.

9. Applicability of appraisal rights and reimbursement amount

No appraisal rights (*direito de retirada*) will be available to the Company's shareholders who dissent from or abstain from the Extraordinary Shareholders' Meeting that resolves on the Incorporation, pursuant to the Brazilian Corporations Law.

Appraisal rights are likewise inapplicable to Cesumar, given that the Incorporation will be approved by its sole quotaholder.

10. Other relevant information

As a consequence of the Incorporation, the shareholders will be asked to approve, among other matters, the amendment of the Company's corporate name to "Vitrú Educação S.A." and the supplementation of its corporate purpose to include a detailed description of the educational and instructional activities that are already generically contemplated in Vitrú's corporate purpose. Such amendment of the corporate purpose will not give rise to appraisal rights because it does not constitute a material change but merely provides greater detail regarding existing activities that are already carried out by the Company's subsidiaries.

Complete copies of the notice of call for the Extraordinary Shareholders' Meeting and other documents related to the Incorporation are available at the Company's headquarters, on its Investor Relations website (<https://investors.vitru.com.br/>), and on the websites of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the CVM (www.gov.br/cvm/).

Florianópolis, November 13, 2025

Gabriel Lobo

Chief Financial and Investor Relations Officer