



**LOCALIZA RENT A CAR S.A.**

Companhia Aberta

CNPJ/ME 16.670.085/0001-55

NIRE: 3130001144-5

**MATERIAL FACT – Stock Bonus – Redeemable Preferred Shares**

**Localiza Rent a Car S.A.** (B3: RENT3 and OTCQX: LZRFY) ("Localiza" or the "Company"), in compliance with Law No. 6,404, of December 15, 1976 (the "Brazilian Corporations Law"), the regulations of the Brazilian Securities Commission (the "CVM"), particularly CVM Resolution No. 44, of August 23, 2021, hereby informs its shareholders and the market in general that, on this date, the Company's Board of Directors resolved to call an Extraordinary General Meeting of the Company to be held on December 29, 2025, at 14:00 hours, in a fully digital format (the "EGM" or the "Meeting").

The Management Proposal and Participation Manual and the documents relating to the Meeting are available on the Company's Investor Relations website (<https://ri.localiza.com>), on the CVM's website ([www.gov.br/cvm](http://www.gov.br/cvm)), on B3's website ([www.b3.com.br](http://www.b3.com.br)), as well as at the Company's registered office.

The agenda includes the resolution by the shareholders on the creation of registered, book-entry preferred shares that will have the same rights granted to the Company's common shares (including voting rights and tag-along rights), and will also be convertible into common shares and redeemable at the Company's discretion, by resolution of the Board of Directors, under the terms and conditions set forth in the Management Proposal and Participation Manual (the "Preferred Shares" or "PNs").

Additionally, should the creation of the Preferred Shares be approved, the shareholders will resolve on a capital increase of the Company, through capitalization of a portion of the statutory profit reserve, in the amount of R\$2,065,275,790.45, by means of the issuance of bonus shares, in the form of Preferred Shares to be delivered at no cost to all shareholders, *pro rata* to their respective interests in the Company's capital stock, such that shareholders will receive 1 (one) Preferred Share for each 26 (twenty-six) common shares that they hold on the date of the EGM (the "Bonus Issue").

The Preferred Shares will trade "ex" bonus rights as from December 30, 2025, it being certain that such new shares will be credited to the shareholders' positions on January 05, 2026.

The Bonus Issue will be implemented in whole numbers only. With respect to the PN that cannot be fully allocated to each shareholder, the procedure set forth in paragraph 3 of article 169 of the Brazilian Corporations Law shall be followed, which provides that: (i) a 30-day period must be granted for shareholders holding fractional shares to transfer such fractions in order to consolidate whole shares; and (ii) after the 30-day period, the PN that still cannot be fully allocated shall be sold on the stock exchange, and the proceeds of the sale shall be distributed proportionally among the holders of the fractions.

Accordingly, shareholders holding a number of the Company's common shares that is not a multiple of 26 (twenty-six) and who, at their sole discretion, wish to adjust their shareholdings to multiples of 26 (twenty-six) may, during the aforementioned period: (i) trade on the secondary market; (ii) transfer between accounts under the same

ownership at different brokerage firms; and/or (iii) transfer through private transactions in the over-the-counter market not organized by B3 (off-exchange transactions not registered with B3), the number of shares necessary to receive an integer number of bonus shares.

Considering the provisions of the Novo Mercado Regulation, the Company filed with B3, on December 5, 2025, a waiver request, on an exceptional basis, of the obligation provided for in Article 8 of the Novo Mercado Regulation. B3 has not yet responded to the Company's request. The Company will keep shareholders informed of the response to the request made.

Belo Horizonte, December 5, 2025

**Rodrigo Tavares Gonçalves de Sousa**  
Chief Financial and Investor Relations Officer