



LOCALIZA RENT CAR S.A.
PUBLICLY HELD COMPANY
Corporate Taxpayer ID CNPJ/MF 16.670.085/0001-55
Corporate Registry ID (NIRE) 3130001144-5

MATERIAL FACT

Localiza Rent a Car S.A. – “Localiza” or “Company” (B3: RENT3 and OTCQX: LZRFY), in compliance with CVM Resolution No. 44, of August 23, 2021, informs the market in general that, on March 21, 2025, the Board of Directors of the Company resolved **(1)** to authorized the credit and payment to its shareholders of interest on own capital in the gross amount of **R\$480,916,080.44** (four hundred and eighty million, nine hundred and sixteen thousand, eighty reais and forty-four centavos) (“Interest on Equity”); and **(2)** by submitting to the consideration of its shareholders, at the Annual and Extraordinary General Meeting of the Company to be held on April 30, 2025, at 5:00 p.m., exclusively online (“AGM & EGM”), the incorporation, by the Company, of its wholly-owned subsidiary **Localiza Franchising Brasil S.A.**, registered with the CNPJ No. 06.291.437/0001-08 (“Localiza Franchising” or “Merged Company”), with the transfer of all of Localiza Franchising’s net assets to the Company and the consequent extinction of the Merged Company (“Merger”), under the terms of the “Instrument of Protocol and Justification of Merger of Localiza Franchising Brasil S.A. by Localiza Rent a Car S.A.” (“Protocol and Justification of Merger”), entered into between the managements of the Company and Localiza Franchising on April 30, 2025.

a) Interest on own capital

The payment of Interest on own capital will occur on May 16, 2025 in the proportion of each shareholder’s holding position, net of withheld income tax, except for those shareholders that demonstrate exemption. Those shareholders holding Company’s shares as of **March 26, 2025**, will be eligible to the payment and the shares will be traded on the Stock Exchange ex-interest on own capital as of **March 27, 2025**.

The gross value per share of interest on own capital to be paid is equivalent to **R\$0.456384852**. This value per share may be modified due to the sale of shares in treasury to satisfy the exercise of the options granted under the Company’s Stock Option Plans and/or any eventual acquisition of shares under the Company’s Shares Repurchasing Program.

b) Merger

In accordance with applicable legislation, the Merger and related matters were submitted for analysis by Localiza’s Fiscal Council, which, at a meeting held on March 20, 2025, gave a favorable opinion on the Merger.

The information and documents related to the call for the AGM & EGM, including the Management Proposal, the Merger Protocol and Justification and the Fiscal Council’s opinion on the Merger, will be disclosed to shareholders in due course, in accordance with the terms and deadlines set forth in applicable legislation.

In compliance with CVM Resolution No. 78 of March 29, 2022 (“CVM Resolution 78”), Localiza describes the main terms and conditions of the Merger:

a) Identification of the companies involved in the transaction and brief description of the activities performed by them

a.1. Identification of the Company.

The Company is a corporation registered as a publicly-held company in category “A” with the CVM, under number 01973-9, headquartered in the city of Belo Horizonte, State of Minas Gerais, at Avenida Bernardo de Vasconcelos, No. 377, Bairro Cachoeirinha, Zip Code 31.150-000, registered with the CNPJ under number 16.670.085/0001-55, with its articles of incorporation filed with JUCEMG under NIRE 3130001144-5.

The Company's corporate purpose is (a) car rental; (b) temporary leasing of driver labor in addition to car rental; (c) intermediation and agency activities for services and business in general, except real estate; (d) leasing of machinery and equipment; (e) management of third-party assets; (f) management of equity interests in Brazil and abroad; (g) agency of advertising space, except in communication vehicles; (h) monitoring activities of electronic security systems; and (i) management of non-financial intangible assets.

a.2. Identification of Localiza Franchising

Localiza Franchising is a privately held corporation headquartered in the city of Belo Horizonte, State of Minas Gerais, at Avenida Bernardo de Vasconcelos, No. 377, Cachoeirinha neighborhood, CEP 31.150-000, registered with the CNPJ under No. 06.291.437/0001-08, with its articles of association filed with JUCEMG, under NIRE 3130001972-1.

Localiza Franchising's corporate purpose is (a) the management of the Localiza Business Franchise, as well as participation as a partner or shareholder in other companies; and (b) car rental.

b) Description and purpose of the transaction

The Merger is justified by the convenience of the corporate interests of Localiza and the Acquired Company and is based on strategic grounds, considering that the Acquiring Company has the necessary conditions to conduct all activities currently conducted by the Acquired Company.

As a result of the Merger, all operations of the Acquired Company will be transferred to Localiza, which will succeed it in all its assets, rights and obligations, universally and for all legal purposes, without any interruption, with the consequent extinction of the Acquired Company, regardless of the fact that Localiza temporarily holds assets, rights and obligations owned by the Acquired Company, on its behalf, until all registrations have been formalized and all authorizations required by applicable law have been obtained.

If approved at a General Meeting of Localiza and the Acquired Company, the Merger will not result in an increase in Localiza's share capital, since Localiza holds all of the Acquired Company's share capital and, therefore, the Acquired Company's net equity is already reflected in Localiza's assets.

The economic effects of the Merger will consist of the effective integration of the respective activities of the Company and Localiza Franchising, in order to enable the capture of considerable administrative, economic and financial benefits for the parties, in particular, the rationalization and simplification of the corporate structure and, consequently, the consolidation and reduction of combined operating, logistical and administrative expenses and costs, allowing the capture of efficiency gains and synergies by the parties.

c) Main benefits, costs and risks of the transaction

As indicated in item 2 above, the Merger will bring considerable benefits to the Company, of an administrative, economic and financial nature to the parties, in particular, the rationalization and simplification of the corporate structure and, consequently, consolidation and reduction of combined operational, logistical and administrative costs and expenses, allowing the capture of efficiency gains and synergies by the parties.

It is estimated that the total costs and expenses for carrying out and implementing the Merger are concentrated in expenses for legal advisors, auditors and any other professionals hired by the Company, as well as the costs for carrying out and publishing and filing the corporate acts, which, together, should not exceed the approximate amount of R\$24,000.00 (twenty four thousand reais).

Considering that Localiza holds 100% of the share capital of the Incorporated Company, the parties understand that the Incorporation does not increase the risk exposure of the parties and does not impact the risk of the Company's shareholders, investors and interested third parties.

d) Share exchange ratio

Given that, besides the Company, there are no other shareholders in the Merged Company, since it is currently wholly owned by the Company, there will be no exchange ratio of shares issued by the Merged Company for shares issued by the Company.

e) Criteria for determining the exchange ratio

According to item 4 above, the Merger is carried out without an exchange ratio.

f) Main assets and liabilities that will form each portion of the equity, in the event of a spin-off

Not applicable.

g) Whether the transaction has been or will be submitted for approval by Brazilian or foreign authorities

The Merger will not be subject to approval by any other government authority, whether in Brazil or abroad.

h) In transactions involving controlling companies, controlled companies or companies under common control, the share exchange ratio calculated in accordance with art. 264 of Law No. 6,404 of 1976

In view of the approval of the Merger by the sole shareholder of Localiza Franchising, pursuant to the decision of the CVM Board of Directors of February 15, 2018 in SEI Proceeding No. 19957.011351/2017-21, it is not necessary to prepare the report referred to in article 264 of Law No. 6,404 of December 15, 1976, as in force ("Corporation Law") in transactions involving the merger of a wholly-owned subsidiary by a publicly-held parent company.

i) Applicability of the right of withdrawal and reimbursement amount

i.1. Right of withdrawal and reimbursement value

The Merger will not give rise to any right of withdrawal to the Company's shareholders, since the applicable legislation limits such right to the shareholders of the merged company, and the Company directly holds 100% (one hundred percent) of the share capital of Localiza Franchising. Therefore, there are no dissenting shareholders.

j) Other relevant information

The documents related to the Merger, including the Merger Protocol and Justification and the appraisal report, are available to shareholders at the Company's headquarters and are available on the website of CVM (<http://sistemas.cvm.gov.br>) and B3 S.A. - Brasil, Bolsa, Balcão (http://www.b3.com.br/pt_br/), as well as on the Company's website (ri.localiza.com).

Belo Horizonte, March 21, 2025.

Rodrigo Tavares Gonçalves de Sousa
Financial and Investor Relations Officer