

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

Publicly-held company
CNPJ 16.670.085/0001-55
NIRE 3130001144-5

COMPANHIA DE LOCAÇÃO DAS AMÉRICAS

Publicly-held company
CNPJ 10.215.988/0001-60
NIRE 31300136973

MATERIAL FACT

Localiza Rent a Car S.A. – “Localiza” (B3: RENT3 and OTCQX: LZRFY) and **Companhia de Locação das Américas – “Locamerica”**, in compliance with the provisions of Resolution No. 44 of the Brazilian Securities and Exchange Commission (“CVM”), dated August 23, 2021, hereby inform their respective shareholders, the market in general, and other stakeholders that on July 1, 2025, Localiza’s Board of Directors approved the submission, for consideration by its shareholders at an Extraordinary General Meeting to be held on August 1, 2025, of the proposed merger, by Localiza, of its wholly-owned subsidiary Locamerica, with the transfer of all of Locamerica’s net assets to Localiza and the consequent dissolution of Locamerica (“Merger”), pursuant to the “Protocol and Justification for the Merger of Companhia de Locação das Américas into Localiza Rent a Car S.A.” (“Merger Protocol and Justification”), to be executed by the management of Localiza and Locamerica.

Pursuant to the applicable law, the Merger and its related matters were submitted for review by Localiza’s Fiscal Council, which, at a meeting held on July 1, 2025, issued a favorable opinion on the Merger.

The information and documents related to the convening of Locamerica’s Extraordinary General Meeting, including the Management Proposal, the Protocol and Justification of the Merger, and the Fiscal Council’s opinion on the Merger, will be timely disclosed to the shareholders in accordance with the terms and deadlines established by applicable law.

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

1. Identification of the companies involved in the transaction and a brief description of their respective activities

1.1. Localiza

Localiza is a corporation publicly registered under category “A” with the Brazilian Securities and Exchange Commission (CVM) under No. 01973-9, headquartered in the city of Belo Horizonte, State of Minas Gerais, at Avenida Bernardo de Vasconcelos, No. 377, Cachoeirinha, CEP 31150-000, registered with the Corporate Taxpayer ID (CNPJ) under No. 16.670.085/0001-55, with its articles of incorporation filed at the Board of Trade of the State of Minas Gerais (JUCEMG) under Company Registry (NIRE) 31300011445.

Its corporate purpose includes (a) car rental; (b) temporary leasing of drivers to complement car rental services; (c) brokerage and agency services for general businesses, excluding real estate; (d) leasing of machinery and equipment; (e) management of third-party assets; (f) management of equity investments in Brazil and abroad; (g) agency services for advertising spaces, excluding media outlets;

(h) electronic security system monitoring activities; and (i) management of intangible non-financial assets.

1.2. Locamerica

Locamerica is a corporation publicly registered under category “B” with the Brazilian Securities and Exchange Commission (CVM) under No. 22691, headquartered in the city of Belo Horizonte, State of Minas Gerais, at Avenida Bernardo de Vasconcelos, No. 377, Cachoeirinha, CEP 31150-900, registered with the CNPJ under No. 10.215.988/0001-60, with its articles of incorporation filed at JUCEMG under NIRE 31300136973.

Its corporate purpose includes (a) rental of domestic and imported vehicles, with or without drivers; (b) leasing of machinery and equipment; (c) leasing of commercial and industrial machinery and equipment for agricultural activities; (d) support activities for agriculture and livestock; (e) brokerage and agency services for general businesses; and (f) participation in other companies as a partner or shareholder.

2. **Description and purpose of the transaction**

The Merger is justified by its alignment with the corporate interests of Localiza and Locamerica and is based on strategic grounds, considering that Localiza has the necessary conditions to carry out all activities currently conducted by Locamerica. The completion of the Merger will bring administrative, economic, and financial benefits, particularly the streamlining and simplification of the corporate structure and, consequently, the consolidation and reduction of combined operational, logistical, and administrative expenses and costs, enabling the realization of efficiency gains and synergies by the Parties, as well as improving the customer experience through the unification of their journey.

As a result of the Merger, all operations of Locamerica 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, leading to the consequent dissolution of Locamerica.

The Merger of Locamerica and the corresponding transfer of its operations to Localiza will also enable the consolidation of the financial results of both companies for tax purposes, offsetting the positive taxable base generated by Locamerica with the negative taxable base generated by Localiza, thereby reducing the Group’s current tax burden. Furthermore, the deferred income tax and social contribution balances on Locamerica’s tax loss carryforwards will be written off, and the realization of the tax asset associated with the goodwill from Localiza’s investment in Locamerica will begin. The amounts related to deferred income tax and social contribution on tax loss carryforwards and goodwill are disclosed in the financial statements of the Companies involved – in Note 20 of Locamerica’s Interim Financial Information as of March 31, 2025, and in Note 13 of Localiza’s Interim Financial Information as of March 31, 2025.

If approved at the Extraordinary General Meetings of Localiza and Locamerica, the Merger will not result in an increase in Localiza’s share capital, since Localiza holds 100% of Locamerica’s share capital and, therefore, Locamerica’s net equity is already reflected in Localiza’s assets.

If the Merger is approved at the Localiza Board of Directors meeting to be held on July 1, 2025, Localiza will offer the respective holders, for a period of six (6) months from the date of the Extraordinary General Meeting, the option to redeem the Certificates of Agribusiness Receivables, single series, of the 104th Issuance by Eco Securitizadora de Direitos Creditórios do Agronegócio S.A. (“CRA 2021”), and the Certificates of Agribusiness Receivables of the 1st (first) and 2nd (second) series of the 157th Issuance by Eco Securitizadora de Direitos Creditórios do Agronegócio S.A. (“CRA 2022” and, together

with CRA 2021, the “CRAs”). The applicable operational procedures will be disclosed to the CRA Holders through Notices to CRA Holders, as provided in the “Securitization Agreement of Credit Rights of Eco Securitizadora de Direitos Creditórios do Agronegócio for the Issuance of Certificate of Agribusiness Receivables of the Single Series of the 104th Issuance by Eco Securitizadora de Direitos Creditórios do Agronegócio S.A.”, in the case of CRA 2021, and as provided in the “Securitization Term of Agribusiness Credit Rights for the Issuance of Certificates of Agribusiness Receivables of the 1st (first) and 2nd (second) Series of the 157th (one hundred fifty-seventh) Issuance by Eco Securitizadora de Direitos Creditórios do Agronegócio S.A., backed by Agribusiness Credit Rights Originating from Certificates of Credit Rights Issued by Companhia de Locação das Américas”, in the case of CRA 2022.

3. Main benefits, costs and risks of the transaction

As indicated in item 2 above, the Merger will bring administrative, economic, and financial benefits to the Company and the parties involved, especially through the streamlining and simplification of the corporate structure, and consequently, the consolidation and reduction of operational, logistical, and administrative expenses, the realization of efficiency gains and synergies by the Parties, as well as the simplification and optimization of the customer journey through its unification.

It is estimated that the total costs and expenses for carrying out and completing the Merger are primarily concentrated in fees for legal advisors, auditors, and any other professionals hired by Localiza and Locamerica, as well as costs related to the execution, publication, and filing of corporate acts, which together are not expected to exceed approximately BRL 450,000.00 (four hundred and fifty thousand Brazilian reais).

Considering that Localiza holds 100% of Locamerica’s share capital, the parties understand that the Merger does not increase their risk exposure and does not impact the risk to shareholders, investors, or other interested third parties of Localiza and Locamerica.

4. Share Exchange Ratio

Considering that, apart from Localiza, there are no other shareholders in Locamerica, since it is currently wholly owned by Localiza, there will be no share exchange ratio involving the replacement of Locamerica’s shares with shares issued by Localiza.

5. Criterion for Determining the Share Exchange Ratio

As indicated in item 4 above, the Merger is executed without the establishment of a share exchange ratio.

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

Not applicable.

7. Whether the transaction has been or will be submitted for approval by Brazilian or foreign authorities

The completion of the Merger will not be subject to the approval of any other government authority, either in Brazil or abroad.

8. In transactions involving parent companies, subsidiaries, or companies under common control, the share exchange ratio is calculated in accordance with Article 264 of Law No. 6,404 of 1976

Given the approval of the Merger by the sole shareholder of Localiza, pursuant to the decision of the CVM Board dated February 15, 2018, in Case File SEI No. 19957.011351/2017-21, the preparation of the appraisal report referred to in Article 264 of Law No. 6,404, dated December 15, 1976, is not required in transactions involving the merger of a wholly-owned subsidiary by a publicly-held parent company.

9. Applicability of withdrawal rights and reimbursement amounts

9.1. Withdrawal right and reimbursement amount

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

10. 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 headquarters of Locamerica and Localiza and on the websites of the CVM (<http://sistemas.cvm.gov.br>), B3 S.A. - Brasil, Bolsa, Balcão (http://www.b3.com.br/en_us/), and Localiza and Locamerica IR departments (ri.localiza.com).

Belo Horizonte, July 1, 2025.

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