



INVESTOR RELATIONS

MOURA DUBEUX ENGENHARIA S.A.

Publicly Held Company

CNPJ/MF No. 12.049.631/0001-84

NIRE 26.3.0001525-1

MATERIAL FACT

MOURA DUBEUX ENGENHARIA S.A. (B3: MDNE3) (“**Company**”), in compliance with Law No. 6,404, dated December 15, 1976, as amended, and the provisions of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*, or “**CVM**”) Resolution No. 44, dated August 23, 2021, further to the material facts disclosed by the Company on January 13 and 14, 2026, in connection with its primary follow-on offering of common shares launched on January 14, 2024 (“**Offering**”), hereby informs its shareholders and the market in general that, on the date hereof, the board of directors of the Company approved, among other matters, following the favorable opinion from the Company’s fiscal council, (i) the Offering price per common share at R\$25.00, (ii) the issuance of 19,305,019 common shares of the Company and, consequently, (iii) the Company’s capital increase in an aggregate amount of R\$482,625,475.00, within the Company’s authorized capital. As a result, the share capital of the Company increased to R\$1,874,138,815.28, divided into 104,214,394 common shares.

The common shares sold by the Company in the Offering will begin trading on the Brazilian Stock Exchange (*B3 S.A. – Brasil, Bolsa, Balcão*, or “**B3**”) on January 26, 2026, and the settlement of the Offering will occur on January 27, 2026. There will be no stabilization of the price of the common shares of the Company in connection with the Offering and, consequently, the price of the common shares of the Company on the B3 may fluctuate significantly.

The Offering was made to certain institutional investors in Brazil pursuant to CVM Resolution No. 160, dated July 13, 2022, to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”)) in the United States of America and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act), and in accordance with applicable laws and regulations.

In order to comply with Brazilian laws and regulations, a priority right was given to existing shareholders of the Company to subscribe for up to all of the common shares to be sold by the Company in the Offering pro rata to their shareholdings in the Company’s capital (the “**Priority Offering**”). In the context of the Priority Offering, the Company’s individual controlling shareholders subscribed for 3,552,123 common shares of the Company, totaling an aggregate amount of approximately R\$88.8 million.

THE OFFERING AND THE PRIORITY OFFERING HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, OR ANY OTHER U.S. FEDERAL AND STATE SECURITIES LAWS, AND THE COMMON SHARES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES OF AMERICA OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), UNLESS PURSUANT TO A REGISTRATION STATEMENT OR IN TRANSACTIONS EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE U.S. STATE SECURITIES LAWS.

This material fact is disclosed for informative purposes only and the information contained herein (i) shall not, under any circumstances, be construed as, nor constitute, an investment recommendation, an offer to sell or the solicitation of an offer to purchase any of the Company’s

securities, including the common shares, in the United States of America, Brazil or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction; and (ii) is not intended to be published or distributed, directly or indirectly, in the United States of America or in any other jurisdiction.

If you would like to receive a free translation of the full Portuguese-language *fato relevante* and are able to certify that you are a “qualified institutional buyer” (as defined in Rule 144A under the Securities Act) to the reasonable satisfaction of the Company, please contact the Company’s Investors Relations Department at ri@mouradubeux.com.br.

The Company will keep its shareholders and the market in general informed about any developments or resolutions in respect of the Offering, in accordance with the applicable laws and regulations.

Recife, January 22nd, 2026.

MOURA DUBEUX ENGENHARIA S.A.

Diogo Barral

Investor Relations Officer

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