



## 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**

#### *Potential Public Offering of Shares*

**MOURA DUBEUX ENGENHARIA S.A.** (B3: MDNE3) (“**Company**”), in compliance with article 157, paragraph 4, of the Brazilian Law No. 6,404, of December 15, 1976, as amended, and Brazilian Securities Commission (*Comissão de Valores Mobiliários* or “**CVM**”) Resolution No. 44, of August 23, 2021, as amended, hereby informs its shareholders and the market in general that it is evaluating the possibility of conducting a primary follow-on public offering of common shares of the Company (“**Shares**”), in the initial aggregate amount of R\$250 million, which may be increased by up to an additional aggregate amount of R\$250 million, to be carried out in Brazil and directed exclusively to professional investors, as defined in articles 11 and 13 of CVM Resolution No. 30, of May 11, 2021, as amended, pursuant to applicable laws and regulations, and with placement efforts abroad, in transactions exempt from registration under the U.S. Securities Act of 1933, as amended (“**Securities Act**”), the rules and regulations thereunder, and other applicable securities laws and regulations (“**Potential Offering**”).

The Company clarifies that, should the Potential Offering be carried out, shareholders will be granted priority rights to subscribe for the Shares, in compliance with applicable laws and regulations. The Company’s individual controlling shareholders have committed that, should the Potential Offering be carried out, they will exercise their priority rights to subscribe for and pay in Shares in the aggregate amount of up to R\$90 million, at the offering price per Share to be determined through the bookbuilding process conducted in accordance with applicable laws and regulations.

The consummation of the Potential Offering, as well as the determination of its terms and conditions, is subject to various factors, including the conditions of the Brazilian and international capital markets, obtaining the necessary approvals (including corporate approvals), favorable political and macroeconomic circumstances, and investor interest, among other factors beyond the Company's control. Accordingly, as of this date, no offering of shares or any other securities of the Company is being carried out in Brazil or any other jurisdiction. If completed, the Potential Offering will not result in a change in the Company's shareholding control and will be conducted in compliance with all applicable laws and regulations.

**The Potential Offering and the securities described in this Material Fact have not been and will not be registered under the Securities Act or any other U.S. federal or state securities law, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act.**

**This Material Fact is for informational purposes only and does not constitute an offer to sell securities, in Brazil or abroad, including in the United States or in any other jurisdiction. This Material Fact shall not, under any circumstances, be considered and/or construed as, nor constitute, an investment recommendation or offer to sell, solicitation or offer to buy any securities issued by the Company.**

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](mailto:ri@mouradubeux.com.br).

The Company will keep its shareholders and market in general informed about any developments or resolutions in respect of the Potential Offering.

Recife, January 13<sup>th</sup>, 2026.

**MOURA DUBEUX ENGENHARIA S.A.**

**Diogo Barral**

Investor Relations Officer