



## INVESTOR RELATIONS

### **MOURA DUBEUX ENGENHARIA S.A.**

Publicly-held Company

Corporate Taxpayer ID No. 12.049.631/0001-84

NIRE 26.3.0001525-1

### **MATERIAL FACT**

**MOURA DUBEUX ENGENHARIA S.A.** (“**Company**”) hereby informs its shareholders and the market in general that the Company’s Board of Directors, at a meeting held on the date hereof, approved the matters set forth below (“**BoD Meeting – December 29**”):

(i) **Cancellation of the Extraordinary General Meeting**

At the BoD Meeting – December 29, the cancellation of the Company’s Extraordinary General Meeting that would have been held, on first call, on December 30, 2025 (“**EGM – December 30**”) was approved. The cancellation of the EGM 12.30 resulted from new discussions and reassessments conducted by the Company’s management, which led it to conclude that the bonus issue initially proposed for deliberation at the EGM 12.30 should be replaced by the dividend distribution set forth below, in light of factors related to the matter, including, in particular, the interpretations and potential changes currently under discussion regarding the tax regime applicable to profit distributions, as introduced by or arising from Law No. 15,270/2025.

(ii) **Dividend Distribution**

At the BoD Meeting – December 29, the declaration and distribution of dividends in the total amount of BRL 351,670,174.48 (three hundred fifty-one million, six hundred seventy thousand, one hundred seventy-four reais and forty-eight centavos) was approved, corresponding to BRL 4.16261500679 per common share issued by the Company (“**Dividends**”). As detailed in the minutes of the BoD Meeting – December 29, out of the total amount of Dividends: (i) the amount of BRL 59,414,195.72 (fifty-nine million, four hundred fourteen thousand, one hundred ninety-five reais and seventy-two centavos) is, on this date, declared and distributed as interim dividends; and (ii) the amount of BRL 292,255,978.76 (two hundred ninety-two million, two hundred fifty-five thousand, nine hundred seventy-eight reais and seventy-six centavos) is, on this date, declared and distributed as intercalary dividends.

Shareholders of the Company recorded as such at the close of trading on B3 S.A. – Brasil, Bolsa, Balcão (“**B3**”) on December 30, 2025, considering transactions carried out on such date, will be entitled to receive the Dividends. As from January 2, 2026, the Company’s shares will be traded ex-dividends.

The Dividends will be paid in Brazilian currency, in 7 (seven) quarterly installments, paid on the last business day of each quarter, without any monetary adjustment or interest accrual from the date of declaration until the effective payment, as follows:

| <b>Installment</b>          | <b>Quarter</b> | <b>Total Amount Installment</b> | <b>Amount per common share</b> |
|-----------------------------|----------------|---------------------------------|--------------------------------|
| 1 <sup>st</sup> Installment | 1Q26           | BRL 50,000,000.00               | BRL 0.59183509277              |
| 2 <sup>nd</sup> Installment | 2Q26           | BRL 50,000,000.00               | BRL 0.59183509277              |
| 3 <sup>rd</sup> Installment | 3Q26           | BRL 50,000,000.00               | BRL 0.59183509277              |
| 4 <sup>th</sup> Installment | 4Q26           | BRL 50,000,000.00               | BRL 0.59183509277              |
| 5 <sup>th</sup> Installment | 1Q27           | BRL 50,000,000.00               | BRL 0.59183509277              |
| 6 <sup>th</sup> Installment | 2Q27           | BRL 50,000,000.00               | BRL 0.59183509277              |
| 7 <sup>th</sup> Installment | 3Q27           | BRL 51,670,174.48               | BRL 0.61160445014              |
| <b>TOTAL</b>                |                | <b>BRL 351,670,174.48</b>       | <b>BRL 4.16261500679</b>       |

The first quarterly installment will be paid on the last business day of the first quarter of the fiscal year ending December 31, 2026. Payment dates may be anticipated or changed, subject to prior disclosure to shareholders and the market, and the Dividends shall be fully paid by December 31, 2028.

On each Dividend payment date, the Company will credit the dividends due to each shareholder according to the number of common shares held on the record date of December 30, 2025 (inclusive), in accordance with the banking information provided to Itaú Corretora de Valores S.A., the institution responsible for the book-entry services of the Company's shares (the "**Bookkeeper**"). For shareholders whose registration does not include CPF/CNPJ information or bank/account details, dividends will only be credited after the required registration update, within the deadlines established by the Bookkeeper.

Shareholders whose shares are deposited with custodial institutions will receive their Dividends in accordance with the procedures adopted by their respective custodians.

The receipt of these Dividends is exempt from Brazilian withholding income tax, pursuant to Article 10 of Law No. 9,249, dated December 26, 1995, as amended.

The Company will keep its shareholders and the market duly informed of any relevant updates regarding the matters addressed herein through its customary disclosure channels, which are also available on the websites of the Brazilian Securities and Commission – CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), B3 ([www.b3.com.br](http://www.b3.com.br)), and the Company ([ri.mouradubeux.com.br](http://ri.mouradubeux.com.br)).

Recife, December 29, 2025

**Diogo Barral**

Investor Relations Officer

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