SÃO CARLOS EMPREENDIMENTOS E PARTICIPAÇÕES S.A.
CORPORATE TAXPAYER'S ID (CNPJ/MF): 29.780.061/0001-09
Publicly Held Company

MATERIAL FACT

In reference to the Material Fact disclosed on June 12, 2024, São Carlos Empreendimentos e Participações S.A. ("São Carlos" or the "Company"; B3: SCAR3) hereby informs its shareholders and the market in general, pursuant to the Brazilian Securities and Exchange Commission (CVM) Resolution No. 44, that it has renegotiated, as of today, the terms and conditions for the sale of the retail asset portfolio held by its subsidiary Best Center Empreendimentos e Participações S.A.

The portfolio is now comprised of 21 (twenty one) strip malls and 4 (four) street stores ("Portfolio"), totaling 56,125 sqm of gross leasable area (GLA), as detailed in the Appendix. The transaction value has been revised to R$383.5 million ("Transaction").

The financial settlement of the Transaction will occur as follows: (i) 73.9% in cash upon execution of the purchase and sale deed ("Deed"), and (ii) 26.1% in units of a Real Estate Investment Fund (REIT) to be established at the time of signing the Deed. The transaction value represents an 18.8% discount to the Net Asset Value (NAV). The annual cap rate for the transaction is 8.7%.

The buyer is a new real estate investment fund, currently under incorporation with the CVM, with discretionary management and administration, and not considered a related party to the Company for purposes of Technical Pronouncement CPC 05 (R1). Given the Company's expertise in real estate asset management, São Carlos will serve as the Real Estate Advisor to the Fund.

It should be noted that the final closing of the Transaction is subject to the usual preconditions as in similar undertakings.

The Transaction is in line with the Company's strategy to maximize shareholders value through asset sales and the implementation of an asset-light real estate operating model. This model provides greater flexibility and allows the Company to allocate resources more efficiently, optimizing its portfolio management and expanding its opportunities in the real estate sector.

Following this transaction, São Carlos' consolidated real estate portfolio will comprise 45 properties, with a total owned GLA of 295.2 thousand sqm and a market value of R$3.0 billion.

São Paulo, April 25th, 2025

São Carlos Empreendimentos e Participações S.A.
Gustavo Machado Mascarenhas
Chief Executive and Investor Relations Officer

Appendix

Property	Segment	State	GLA (sq.m)
Atibaia - Lago	Strip Mall	SP	1,237
Bragança Paulista - Lago Sul	Strip Mall	SP	2,147
Campinas - Chácara Primavera	Strip Mall	SP	1,843
Campinas - Parque Prado	Strip Mall	SP	1,634
Cotia - José Giorgi	Strip Mall	SP	1,724
Cotia - Pátio Cotia	Strip Mall	SP	5,801
Cotia - São Camilo	Strip Mall	SP	2,220
Embu das Artes - Elias Yazbek	Strip Mall	SP	1,672
Indaiatuba - Parque Ecológico	Strip Mall	SP	6,069
Itatiba - Centro	Strip Mall	SP	2,029
Jacareí - Centro	Strip Mall	SP	2,325
Jacareí - Villa Branca	Strip Mall	SP	1,480
Jaguariúna - Centro	Strip Mall	SP	1,386
Paulínia - Jardim América	Strip Mall	SP	3,120
Santo André - Pirelli	Strip Mall	SP	2,258
São José dos Campos - Urbanova	Strip Mall	SP	1,493
São Paulo - Ellis Maas	Strip Mall	SP	1,867
São Paulo - Jardim das Perdizes	Strip Mall	SP	2,615
São Paulo - Panamby	Strip Mall	SP	1,986
São Paulo - Verbo Divino	Strip Mall	SP	2,935
Sorocaba - Pannunzio	Strip Mall	SP	1,774
Araçatuba	Street Store	SP	1,103
Cubatão	Street Store	SP	1,671
Goiânia - Setor Central	Street Store	GO	2,696
São Leopoldo	Street Store	RS	1,041
Total			**56,125**