

**LOJAS RENNER S.A.**  
A Publicly Listed Authorized Capital Company  
CNPJ N° 92.754.738/0001-62  
NIRE 43300004848

**MINUTES OF THE BOARD OF DIRECTORS MEETING  
HELD ON DECEMBER 8, 2025**

- 1. Date, Time and Place:** On December 8, 2025, at 8 a.m., by videoconference.
- 2. Attendance:** All the Board of Directors members of Lojas Renner S.A. (“Company”). Also attending the meeting were Fabio Adegas Faccio, Chief Executive Officer, and Daniel Martins dos Santos, Vice-President of Finance, Administrative and Investor Relations.
- 3. Chair:** Mr. Carlos Fernando Souto - Chairman and Mrs. Eloisa Elena Sassen- Secretary.
- 4. Agenda:** Deliberate on (i) the termination of the Shares Buyback Program; (ii) the cancelation of LREN3 treasury shares; and (iii) the Company’s new Share Buyback Program.
- 5. Resolutions:** After discussing the topic as provided in the Agenda, of which the corresponding documents were previously made available on the Governance Portal, the Directors approved, by a unanimous vote and with no restrictions:
  - (i) the termination of the Shares Buyback Program, approved by the Board of Directors on February, 20, 2025, based on which 70,474,400 (seventy-million, four-hundred and seventy-four thousand, four-hundred) common shares issued by the Company were acquired, at an average price of R\$ 13.38 (thirteen reais and thirty-eight cents), for treasury keeping, sale and/or cancelation, representing 93.97% of the Shares Buyback Program.
  - (ii) the cancelation of 52,991,847 (fifty-two million, nine-hundred and nine-one thousand, eight-hundred and forty-seven) common shares, all registered, book-entry, with non-par value, without capital reduction, representing 5% of the shares issued by the Company, with the absorption of the Capital Reserves in the amount of R\$ 187,047,890.80 (one-hundred and eighty-seven million, forty-seven thousand, eight-hundred and ninety reais and eighty cents) and the Investment and Expansion Reserve in the amount of R\$ 553,433,684.65 (five-hundred and fifty-three million, four-hundred and thirty-three thousand, six-hundred and eighty-four reais and sixty-five cents), with a total of R\$ 740,481,575.45 (seven-hundred and forty million, four-hundred and eighty-one thousand, five-hundred and seventy-five reais and forty-five cents). Due to the shares’ cancelation, the capital stock in the amount of R\$ 9,544,826,616.68 (nine billion, five-hundred and forty-four million, eight-hundred twenty-six thousand, six-hundred and sixteen reais and sixty-eight cents) shall be divided in 1,006,845,095 (one billion, six million, eight-hundred and forty-five thousand and ninety-five) common, registered, book-entry, with non-par value shares. The amendment of caput of Article 5 of the Company’s Bylaws, to reflect the Company’s capital stock and the number of shares that represent said capital stock after the shares’ cancelation, shall be submitted for deliberation in an Extraordinary General Meeting to be opportunely called.

(iii) the new Shares Buyback Program issued by the Company, (“Buyback Program”), in accordance with article, 30, paragraph first, letter “b” of Law n. 6,404/1976 and of CVM Resolution n. 77/2022. The Buyback Program will allow the acquisition of up to 75,000,000 (seventy-five million) common shares, representing, at the moment, of 7.6% of the shares in circulation in the market, excluded treasury shares and with updated balance in accordance with the cancelation made at this date, with approximate value equivalent to R\$ 1.2 billion. The shares acquired in the new Buyback Program shall be kept in treasury, for subsequent disposal, cancellation and/or to meet obligations arising from the Long-Term Incentive Plan. The information, regarding the Buyback Program required by Attachment G of CVM Resolution n. 80/2022 can be found in **Attachment I** herein.

The Company’s Board of Officers is hereby authorized to disclose this Minutes and Material Fact, as well as to adopt any procedures necessary for the effectiveness of the resolutions taken, including, deciding on the best time and the number of shares to be acquired in one or several operations, within the limits and constraints set forth in Law No. 6.404/76 and CVM Resolution No. 77/22, ensuring availability of resources prior to each transaction. The documents supporting the deliberated matters are filed at the Company's headquarters.

- 6. Conclusion:** With no further matters on the agenda, the meeting was adjourned, and these meeting minutes having been drafted, read, approved and signed by the Directors.

Porto Alegre, December, 8,2025.

Carlos Fernando Souto  
Chairman of the Board of Directors

Jean Pierre Zarouk  
Vice-Chairman of the Board of Directors

Juliana Rozenbaum Munemori  
Director

Christiane Almeida Edington  
Director

André Vitorio Cesar Castellini  
Director

Andréa Cristina de Lima Rolim  
Director

Marcilio D'Amico Pousada  
Director

Adriano Cives Seabra  
Director

Eloisa Elena Sassen  
Secretary

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**ATTACHMENT I TO THE MINUTES OF THE MEETING OF THE BOARD OF  
DIRECTORS HELD ON DECEMBER 8, 2025,**

**Attachment G to CVM Resolution No. 80/2022**  
*Trading of Own Shares*

**1. Justify the purpose and expected economic effects of the operation in detail:**

The Share Buyback Program for shares issued by the Company (“Buyback Program”), approved at the meeting of the Board of Directors held on December, 8, 2025, has as main objectives: (i) return capital to shareholders, in addition to dividend payment and interest on equity; and (ii) increase shareholder value by reducing the number of outstanding shares thereby increasing earnings per share. The acquired shares shall be kept in treasury for later sale, cancellation and/or to meet obligations arising from the Long Term Incentive Plan.

The Buyback Program may generate the following economic effects to the shareholders: (i) higher return on dividends/ interest over equity (JCP) per share; and (ii) increase in the percentage of shareholder participation; to the Company it will be an alternative instrument for cash generation distribution.

**2. Inform the number of shares (i) in circulation and (ii) already held as treasury stock:**

After the shares cancellation approved by the Board of Directors on this date, the Company has (i) 982,199,256 (nine-hundred and eighty-two million, one-hundred and ninety-nine thousand and two-hundred and fifty-six) outstanding shares, excluding treasury shares, and (ii) 24,645,839 (twenty-four million, six-hundred and forty-five thousand, eight-hundred and thirty-nine) shares in treasury.

**3. Inform the number of shares that may be purchased or sold:**

The Company may acquire up to 75,000,000 (seventy-five million) common shares, nominative and with no-par value, representing, at the moment, 7.6% of the shares in circulation in the market, traded on B3 – Brasil, Bolsa, Balcão under ticker code “LREN3”.

**4. Describe the main characteristics of the derivatives that the company intends to use, if any:**

Not applicable, as the Company shall not use derivatives for the purposes of the Buyback Program.

**5. Describe any voting agreements or guidance between the company and the counterparty in the operations:**

Not applicable, as the Company shall carry out the operations on B3 – Brasil, Bolsa, Balcão, and is unaware of who the counterparties in the operations will be.

**6. For operations carried out outside organized securities markets, inform:**

**a. the maximum (minimum) price at which the shares will be purchased (sold):**

Not applicable given that the operations shall be carried out on B3 – Brasil, Bolsa, Balcão.

**b. where applicable, the reasons justifying the operation at prices more than ten percent (10%) higher, in the event of a purchase, or more than ten percent (10%) lower, in the event of a sale, than the volume-weighted average quotation for the ten (10) preceding trading days:**

Not applicable given that the operations shall be carried out on B3 – Brasil, Bolsa, Balcão.

**7. Inform the trade's impacts, if any, on the company's ownership structure or administration:**

Not applicable as the company estimates no impacts of the trade on its ownership composition or administration structure.

**8. Name any counterparties, if known and, in the event of a related party, as identified by the accounting rules governing the matter, further provide the information required under Article 9 of CVM Resolution No. 81, dated March 29, 2022:**

Not applicable, as the Company shall carry out the operations on B3 – Brasil, Bolsa, Balcão, and is unaware of who the counterparties in the operations will be.

**9. Name the intended allocation of the funds raised, where applicable:**

Not applicable, as the company will raise no funds given that the shares purchased will be held as treasury stock and subsequent disposal and/or cancellation and/or to meet obligations arising from the Long-Term Incentive Plan.

**10. Name the maximum period to liquidate the authorized operations:**

The purchases, which are the object of the Buyback Program, may be made within a period of up to 18 (eighteen) months, starting on December 8, 2025, and ending on June 8, 2027, with the Executive Officers being responsible for defining the best time for purchases, ensuring availability of resources prior to each transaction.

**11. Name the institutions acting as intermediaries, if any:**

Purchase operations shall be carried out on the B3 – Brasil, Bolsa, Balcão trading floor and intermediated by the following Itaú Corretora de Valores S.A., and/or Santander Corretora de Câmbio e Valores Mobiliários S/A.

**12. Specify the funds available for use pursuant to Article 8, paragraph 1, of CVM Resolution No. 77, dated March 29, 2022:**

Shares shall be purchased with available funds from the Profits Reserve and Capital Reserves accounts, according to the Interim Financial Statements disclosed, with the base date of September 30, 2025. Additionally, resources from the Profit and Capital Reserves accounts accumulated throughout the Share Buyback Program may be considered, according to the Financial Statements disclosed prior to the effective transfer, to the Company, of the ownership of the shares issued by it.

**13. Name the reasons why the members of the Board of Directors feel confident that the repurchase of shares will not harm the discharge of obligations before creditors nor the payment of mandatory, fixed, or minimum dividends:**

The Company has shown full capacity to honor payment of its financial obligations, as its operations are strong cash generators, and the financing extended to customers is essentially short-term. The amount to be used in the event of the repurchase of all 75,000,000 (seventy-five million) common shares would correspond, considering the average quotation of the last days, to approximately R\$ 1.2 billion.

The members of the Board of Directors understand that Company's current financial position is compatible with the possible execution of the Share Buyback Program under the approved conditions and do not foresee any impact on the Company's ability to meet obligations assumed with creditors and to pay mandatory, fixed, or minimum dividends. This conclusion results from the assessment made of the potential financial amount to be used in the referred Program when compared to (i) the obligations assumed with creditors; (ii) the amount, not restricted, available in cash, cash equivalents and financial investments of the Company, and (iii) the expectation of cash generation by the Company throughout the execution of the Share Buyback Program.