

GRUPO petz cobasi

Cobasi

GRUPO
PETZ

UNIÃO PET PARTICIPAÇÕES S.A.
(new name for COBASI COMÉRCIO DE
PRODUTOS BÁSICOS E
INDUSTRIALIZADOS S.A.)

Publicly-Held Company
CNPJ/MF No. 53.153.938/0001-08
NIRE 35.300.565.79-7

**PET CENTER COMÉRCIO E
PARTICIPAÇÕES S.A.**
Publicly-Held Company
CNPJ/MF No. 18.328.118/0001-09
NIRE 35.300.453.824

JOINT MATERIAL FACT

UNIÃO PET PARTICIPAÇÕES S.A., the new name for COBASI COMÉRCIO DE PRODUTOS BÁSICOS E INDUSTRIALIZADOS S.A. ("**União Pet**") and **PET CENTER COMÉRCIO E PARTICIPAÇÕES S.A.** ("**Petz**" and, together with União Pet, "**Companies**") in compliance with the terms of article 157, paragraph 4, of Law No. 6,404, of December 15, 1976 ("**Brazilian Corporation Law**"), and Resolution No. 44 of the Brazilian Securities and Exchange Commission ("**CVM**"), of August 23, 2021, in continuity with the material facts disclosed on August 16, 2024, February 20, March 14, June 3, October 17, December 10 and December 15, 2025, inform its shareholders and the market in general, in the context of the business combination transaction between União Pet and Petz, carried out through a corporate reorganization that resulted in the conversion of Petz into a wholly-owned subsidiary of União Pet and the unification of the shareholder bases of União Pet and Petz ("**Transaction**"), approved at the Extraordinary General Meetings of the Companies held on March 14, 2025 ("**Meetings**"), pursuant to the "Merger Agreement and Other Covenants", entered into on August 16, 2024 ("**Merger Agreement**") and the "Protocol and Justification for the Merger of Shares Issued by Pet Center Comércio e Participações S.A. into Cobasi Investimentos S.A. and the Merger of Cobasi Investimentos S.A. into Cobasi Comércio de Produtos Básicos e Industrializados S.A.", entered into on February 19, 2025 by the legal representatives of the Company, Cobasi Investimentos S.A. ("**Cobasi Investimentos**") and Cobasi ("**Protocol and Justification**"), that, on this date, meetings of the Boards of Directors of the Companies were held, which resolved, among other matters, on the following:

1 CLOSING DATE

The Boards of Directors of the Companies confirmed the implementation of all conditions precedent applicable to the Transaction, pursuant to the Protocol and Justification and the Merger Agreement, thus confirming the closing of the Transaction on this date ("**Closing Date**").

2 CASH PORTION AND EXCHANGE RATIO

The Boards of Directors of the Companies verified, as provided for in the Merger Agreement and in the Protocol and Justification, that: (a) the total amount to be paid to Petz's shareholders ("**Petz Shareholders at Closing**") due to the Share Redemption (as defined below) is BRL 320,788,324.56 (three hundred and twenty million, seven hundred and eighty-eight thousand, three hundred and twenty-four reais and fifty-six cents) ("**Cash Portion**"); and (ii) the exchange ratio applicable to the merger of Cobasi Investimentos by União Pet is 1 common share issued by União Pet for every 1 common share of Petz held by Petz Shareholders at Closing ("**Exchange Ratio**").

3 CONSUMMATION OF THE TRANSACTION

As a result of the closing, the Transaction was consummated, on this date, through the following stages, all interdependent and linked to each other:

- (i) the increase in share capital of Cobasi Investimentos, in the amount of the Cash Portion, through the issuance of common shares, registered and without par value, fully subscribed and paid in by União Pet, in national currency ("**Cobasi Investimentos Capital Increase**");
- (ii) as a subsequent act, the merger of all the shares issued by Petz by Cobasi Investimentos, pursuant to article 252 of the Brazilian Corporation Law, through the issuance, in favor of the Petz Shareholders at Closing, for each one (1) common share issued by Petz, of one (1) common share issued by Cobasi Investimentos and one (1) mandatory redeemable preferred share issued by Cobasi Investimentos ("**Share Merger**");
- (iii) as a subsequent act, the redemption of all preferred shares issued by Cobasi Investimentos, with the payment of the Cash Portion to Petz Shareholders at Closing, within fifteen (15) business days from the Closing, proportionally to the number of preferred shares issued by Cobasi Investimentos held by each of these shareholders, corresponding, therefore, to the amount of BRL 0.7109 (seventy-one cents and nine thousandths of a real) per preferred share redeemed ("**Share Redemption**"), provided that, once redeemed, the preferred shares issued by Cobasi Investimentos will be immediately canceled; and
- (iv) as a subsequent act, the merger of Cobasi Investimentos by União Pet, at the book value of Cobasi Investimentos, pursuant to article 227 of the Brazilian Corporation Law, which resulted in an increase in União Pet's share capital, in the amount of BRL 1,698,677,227.10 (one billion, six hundred and ninety-eight million, six hundred and seventy-seven thousand, two hundred and twenty-seven reais and ten cents), through the issuance of common shares by União Pet, to be subscribed by the managers of Cobasi Investimentos, on behalf of the shareholders of the latter, in accordance with the Exchange Ratio, and paid in through the Merger of Cobasi Investimentos, with the consequent extinction of Cobasi Investimentos and succession, by União Pet, of all its assets, rights and obligations, as well as the migration of the Petz Shareholders at Closing to União Pet through the receipt, according to the Exchange Ratio, of 1 common share issued by União Pet for every 1 common share of Petz, provided that the new common shares of União Pet will have the same rights as the other common shares issued by União Pet ("**Merger of Cobasi Investimentos**" and "**New União Pet Shares**"). For reference purposes only, with the conclusion of the Transaction,

Petz's shareholders will jointly hold 52.6% (fifty-two and six-tenths percent) of União Pet's share capital.

In addition to the foregoing, the implementation of the Transaction resulted in the receipt, by Petz's shareholders, of dividends in the total amount of BRL 130,000,000.00 (one hundred and thirty million reais), or BRL 0.28829724720 per common share issued by Petz, distributed to Petz's shareholders registered as such at the close of the trading session of B3 S.A. – Brasil, Bolsa, Balcão ("**B3**") of November 13, 2024, respecting the trades carried out up to that date, inclusive, whose payment was made by Petz on November 29, 2024.

Any share fractions issued by União Pet resulting from the Merger of Cobasi Investimentos will be grouped into whole numbers and then sold in the spot market managed by B3 after the consummation of the Transaction, pursuant to a notice to shareholders to be timely disclosed by União Pet. The amounts obtained from such sale will be made available to the former shareholders of Petz holding the respective fractions, in proportion to their interest in each share sold.

4 NEW CORPORATE NAME

As of this date, the corporate name of Cobasi Comércio de Produtos Básicos e Industrializados S.A. becomes "**União Pet Participações S.A.**", as approved at the Extraordinary General Meeting of União Pet held on December 22, 2025.

5 NEW MANGEMENT

On this date, the Board of Directors and the Executive Board of União Pet are composed of the following members, as elected at the Extraordinary General Meeting and at the Meeting of the Board of Directors of União Pet held, respectively, on December 22, 2025 and on this date:

Board of Directors	
Sérgio Zimmerman	Chairman of the Board of Directors
João Urbano Nassar	Member of the Board of Directors
Paulo Urbano Nassar	Member of the Board of Directors
Ricardo Urbano Nassar	Member of the Board of Directors
Cristiano Gioia Lauretti	Member of the Board of Directors
Tania Zimmerman	Member of the Board of Directors
German Pasquale Quiroga Vilardo	Independent member of the Board of Directors
Cláudio Roberto Ely	Independent member of the Board of Directors
Eduardo de Almeida Salles Terra	Independent member of the Board of Directors

Executive Board	
Paulo Urbano Nassar	Chief Executive Officer
Rafael Siqueira Rodrigues	Chief Financial Officer and Investor Relations Officer

Oderi Gerin Leite	Chief Integration Officer
Marcelo Silveira Maia	Chief Technology and Digital Officer
Rodrigo Fernandes Dalago da Cruz	Chief Retail Officer

6 SHAREHOLDERS' AGREEMENTS

As indicated in the Merger Agreement and the other Transaction documents, on this date the following shareholders' agreements of União Pet were also executed: (i) the União Pet Shareholders' Agreement entered into among the União Pet's controlling shareholders; and (ii) the União Pet Shareholders' Agreement entered into among the União Pet's controlling shareholders and Petz's reference shareholder.

7 SCHEDULE

We present as **Annex I** to this material fact the updated schedule of the Transaction, which includes the following steps:

Today was the last day of trading of shares issued by Petz on B3. As of January 5, 2026, the shares issued by União Pet will be traded on B3 under the *ticker* AUAU3. The New União Pet Shares will be credited to Petz Shareholders at Closing on January 7, 2026, in their respective accounts held at intermediary institutions.

The payment of the Cash Portion is expected to occur by January 23, 2026, by means of credit in the respective custody account of each shareholder of Shareholders Petz at Closing, according to the data registered with the intermediary institutions.

8 ADDITIONAL INFORMATION

The relevant documents related to the Transaction are available for consultation on the Companies *websites* (ri.cobasi.com.br and ri.petz.com.br), CVM (www.gov.br/cvm) and B3 (www.b3.com.br).

São Paulo, January 2, 2026.

UNIÃO PET PARTICIPAÇÕES S.A. (new
name for COBASI COMÉRCIO DE
PRODUTOS BÁSICOS E
INDUSTRIALIZADOS S.A.)

Rafael Siqueira Rodrigues
Chief Financial and Investor Relations Officer

**PET CENTER COMÉRCIO E
PARTICIPAÇÕES S.A.**

Aline Ferreira Penna Peli
Chief Financial and Investor Relations Officer

ANNEX I

ESTIMATED SCHEDULE

#	Date	Event
1	January 2, 2026	Closing of the Transaction and last trading day of the shares issued by Petz.
2	January 5, 2026	First day of trading of União Pet.
3	January 7, 2026	Credit of New União Pet Shares to Petz Shareholders at Closing
4	Until January 9, 2026	Period for <u>non-resident shareholders of Petz</u> to submit to União Pet documentary proof of the average acquisition cost of their shares issued by Petz for the purpose of verifying taxable capital gain, pursuant to Clause 2.6 of the Merger Agreement and 4.5.1 of the Protocol and Justification.
5	January 5 and January 9, 2026	Period for <u>Petz's resident shareholders</u> (i) to inform União Pet of the option to discuss in court the incidence of any capital gain tax as a result of the Share Merger; and (ii) to provide União Pet with the documents and information related to the Loan provided for in Clause 3 of the Merger Agreement, Clause 12 of the Protocol and Justification and in the Loan Agreement (Annex 12.1.3 of the Protocol and Justification).
6	January 9, 2026	Disclosure by União Pet of a Notice to Shareholders about the grouping of share fractions issued by União Pet resulting from the Transaction for sale in the spot market managed by B3. The net amounts earned in said sale will be made available to the former shareholders of Petz holding the respective fractions, in proportion to their interest in each share sold.
7	January 10, 2026 and January 16, 2026	Period for Petz's shareholders to present to União Pet proof of compliance with the minimum requirements for granting the Loan, including: (i) hiring a law firm previously approved by União Pet; (ii) communication to União Pet of the intended date for filing the Judicial Measure; (iii) provision of documentation evidencing the payment of the attorney's fees of the law firm hired to sponsor the filing of the Judicial Measure; (iv) filing of a writ of mandamus or measure with similar effect; and (v) notification to União Pet about the entry of the Judicial Measure for execution by União Pet, on behalf of the shareholder, the Judicial Deposit.
8	Until January 23, 2026	Payment of the Cash Portion to Petz Shareholders at Closing.