



ORANJEBTC S.A. - EDUCAÇÃO E INVESTIMENTO
B3: OBTC3
CNPJ/MF: 59.693.110/0001-29
NIRE: 35.300.664.418

MATERIAL FACT

Issuance of Bitcoin-Collateralized Debentures

OranjeBTC S.A. – Educação e Investimento S.A. (the “Company”) (B3: OBTC3), in compliance with the provisions of CVM Resolution No. 44, hereby informs its shareholders and the market in general that, at a meeting of its Board of Directors held on April 27, 2026, the Company approved its 3rd (third) issuance of debentures, simple, non-convertible into shares, of the secured type, in 2 (two) series (the “Issuance”), and the respective indenture was executed today.

The debentures shall be fully subscribed in a private placement, in accordance with applicable regulations and without any public offering efforts, by an investment fund managed by Itaú Asset Management Ltda., with the following key characteristics:

- Total Amount of the Issuance: up to BRL 210 million, consisting of (i) BRL 130 million related to the debentures of the first series and (ii) BRL 80 million related to the debentures of the second series, with the funding of both series subject to the satisfaction of conditions precedent;
- Maturity Date: January 3, 2031;
- Remuneration: 100% of the accumulated variation of CDI plus a spread of 1.85% per year, applied to the amount in Brazilian reais from the respective funding date of each series. Such Remuneration shall be payable in Brazilian reais;
- Principal Reference Currency: solely the principal amount of each series shall be adjusted based on the variation of the closing quotation of the selling rate of United States Dollars, as disclosed by the Central Bank of Brazil through the PTAX System, from the respective funding date of each series until the date of actual payment;
- Amortization and Payment of Remuneration: the principal and the Remuneration shall be paid in full in a single installment on the Maturity Date;
- Collateral: Bitcoin held by the Company, subject, among other parameters, to loan-to-value (LTV) thresholds;
- Use of Proceeds: to support the Company’s treasury strategy, primarily including the



acquisition of Bitcoin and the optimization of its capital structure.

The Issuance represents a landmark moment in the Brazilian capital markets: it constitutes the first relevant structured debt transaction backed by Bitcoin, with proceeds predominantly directed toward the acquisition of Bitcoin. The transaction consolidates OranjeBTC as a leading player in the development of innovative financial structures involving digital assets in Brazil. It also reinforces the Company's long-term strategy of maximizing Bitcoin per share and its mission to accelerate the adoption of the Bitcoin Standard in Brazil.

The implementation of the Issuance is subject to the satisfaction of customary conditions precedent for transactions of this type, including the formalization and perfection of the collateral. The Issuance does not constitute a public offering of securities and is not subject to registration with the Comissão de Valores Mobiliários (CVM) or ANBIMA – Associação Brasileira das Entidades dos Mercados Financeiro e de Capitais.

São Paulo, April 30, 2026

Guilherme Amado Cerqueira Gomes

Chief Executive Officer and Investor Relations Officer