



FRAS-LE S.A.

Corporate Taxpayer's ID (CNPJ/MF): 88.610.126/0001-91
Publicly-Held Company

Material Fact

Merge of Subsidiary

FRAS-LE S.A. [B3: FRAS3] ("Frasle Mobility" or "Company"), in compliance with Law 6,404, of December 15, 1976, as amended, and the regulations of the Brazilian Securities and Exchange Commission ("CVM"), hereby informs its shareholders and the market in general that the Board of Directors has approved the proposal for the merger of the subsidiary Nakata Automotiva Ltda. ("Nakata"), headquartered in the City of Osasco (SP) and with operations in the City of Extrema (MG), into Frasle Mobility ("Merger").

Nakata is a subsidiary whose equity interest is 100% held by the Company. As a result of the Merger, all assets, rights, and obligations of Nakata will be transferred to the Company, as detailed in the Management Proposal disclosed today on the Company's Investor Relations website and filed on the website of the CVM. The Proposal accompanies the call notice for the Extraordinary Shareholders' Meeting that will resolve on the Merger, to be held at 10:00 a.m. on December 31, 2025.

The Merger aims to simplify the corporate structure of the economic group, with the absorption of Nakata's activities by the Company, generating operational, economic, financial, tax, commercial, and strategic benefits, especially through the optimization of decision-making and operational processes.

Finally, the Company clarifies that, given the absence of minority shareholders in Nakata and the fact that it is wholly owned by the Company: (i) there will be no exchange ratio or capital increase in the Company as a result of the Merger; (ii) no approvals from Brazilian or foreign authorities will be required; (iii) rules regarding share replacement for non-controlling shareholders and the withdrawal rights of dissenting shareholders, such as appraisal rights or reimbursement, will not apply, and (iv) the Merger will not have any financial impact on the Company.

The Investor Relations team is available for any necessary clarifications at ri@fraslemobility.com.

Caxias do Sul, December 10, 2025.

Hemerson Fernando de Souza
Investor Relations Officer