



**TELEFÔNICA BRASIL S.A.**

Publicly Held Company

CNPJ No. 02.558.157/0001-62 - NIRE 35.3.0015881-4

**MATERIAL FACT**

**Auction of Fractional Shares**

**Telefônica Brasil S.A.** (B3: VIVT3; NYSE: VIV) ("Company"), pursuant to Article 157, paragraph 4 of Law No. 6,404/1976 and CVM Resolution No. 44/2021, hereby informs its shareholders and the market in general, in continuity to the Material Facts disclosed on January 29<sup>th</sup> and March 13<sup>th</sup>, 2025, and the Notice to Shareholders published on April 14<sup>th</sup>, 2025, of the following:

The auction for the sale of 35,633,792 common shares, formed from the consolidation of fractional shares resulting from the reverse stock split of all common shares issued by the Company, at a ratio of 40 (forty) shares to 1 (one) share, followed by a forward stock split such that 1 (one) consolidated share corresponds to 80 (eighty) shares, without changing the Company's share capital, but only the total number of shares ("Transaction"), as approved by shareholders at the Extraordinary General Meeting held on March 13<sup>th</sup>, 2025 ("EGM"), will be conducted by Itaú Corretora de Valores S.A. on B3 S.A. – Brasil, Bolsa, Balcão ("B3") on May 19<sup>th</sup>, 2025, during the opening auction of the trading session on that date.

The net proceeds from the sale of these shares at auction will be allocated and distributed proportionally among the holders of the fractional shares on a date to be subsequently announced by the Company, as follows:

- (a) Shareholders with complete registration data: the amounts will be deposited into the checking account indicated in the respective shareholder's registration;
- (b) Shareholders with shares held in B3's Central Depository: the amounts will be credited directly to the Central Depository, which will be responsible for transferring them to the respective shareholder through their custody agent; and
- (c) Other shareholders not identified or without complete registration data: the amounts will be held by the Company, within the legal term, for collection by the respective holder upon submission of complete registration data.

Amounts allocated to investors (both residents and non-residents) may be subject to income tax on any capital gains, which will be taxed as "net gains" in accordance with current legislation.

Therefore, the appropriate tax treatment must be determined directly by the respective shareholders and their advisors.

The Company will keep its shareholders and the market informed regarding the outcome and conclusion of the auction.

São Paulo, May 16<sup>th</sup>, 2025.

**David Melcon Sanchez-Friera**

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