



**SAMARCO MINERAÇÃO S.A. – EM RECUPERAÇÃO JUDICIAL**

**SAMARCO ANNOUNCES FINAL RESULTS AND PRICING OF MODIFIED DUTCH AUCTION CASH TENDER OFFER FOR 9.000% SENIOR NOTES DUE 2031**

**Belo Horizonte, Brazil, June 11, 2025.** Samarco Mineração S.A. – Em Recuperação Judicial (“Samarco”, the “Issuer”, “we”, “us” and “our”) announces the final tender results and the pricing of its previously announced cash tender offer (the “Tender Offer”) for its 9.000% senior notes due 2031 (the “Notes”). The maximum aggregate amount that the Issuer will spend for Notes tendered in the Offer is US\$34,081,041.43 (the “Maximum Payment Amount”).

The Tender Offer was made upon the terms and subject to the conditions set forth in the offer to purchase dated May 12, 2025 (the “Offer to Purchase”), as modified by the press release issued by Samarco dated May 27, 2025 (the “Press Release” and, together with the Offer to Purchase, the “Offer Documents”). The Tender Offer expired at 5:00 p.m., New York City time, on June 10, 2025, (such time and date, the “Expiration Date”). Any capitalized term used but not defined in this press release has the respective meaning set forth in the Offer Documents.

Certain information regarding the Notes and the results of the “Modified Dutch Auction” pricing mechanism, as described in the Offer Documents and as determined as of 5:00 p.m., New York City time, on June 10, 2025 (which was the Expiration Date of the Tender Offer), is summarized in the following table:

Title of Security	CUSIP / ISIN	Principal Amount Outstanding Prior to the Tender Offer <sup>(1)</sup>	Principal Amount Tendered as of the Expiration Date	Principal Amount Accepted by the Issuer	Principal Amount Outstanding Following the Settlement Date	Proration Factor	Consideration <sup>(2)(3)</sup>
9.000% Senior Notes due 2031	Rule 144A: 79588YAA7 / US79588YAA Regulation S: P8405QAB5 / USP8405QAB51  Regulation S: P8405QAA7 / USP8405QAA78	US\$4,486,060,512	US\$174,429,650	US\$34,865,517	US\$4,451,194,995	14.683177%	US\$977.50

- (1) As of May 12, 2025. The Notes were originally issued on December 1, 2023 in an aggregate principal amount of US\$3,984,843,960. The Principal Amount Outstanding prior to the Tender Offer reflects increases to the principal amount since issuance as a result of capitalized accrued interest (payment-in-kind or “PIK” interest) paid of 9.049% per annum between December 1, 2023 and March 29, 2024, and 9.000% per annum between March 30, 2024 and March 30, 2025.
- (2) This is the Clearing Price determined pursuant to the terms of the Tender Offer and this is the Applicable Discounted Price for the purposes of Section 3.08(a)(iv) of the Indenture. Per US\$1,000 principal amount of Notes accepted for purchase.
- (3) The Consideration is inclusive of the value of accrued PIK interest due in respect of the Notes (the “Accrued PIK Interest”).

Withdrawal rights in connection with the Tender Offer expired at 5:00 p.m. (New York City time) on May 23, 2025, which was the withdrawal deadline for the Tender Offer.

As of the Expiration Date, US\$174,429,650 in aggregate principal amount of Notes had been validly tendered (and not validly withdrawn) by Holders.

The Tender Offer was conducted as a “Modified Dutch Auction.” The Clearing Price and the Consideration (which is inclusive of the value of Accrued PIK Interest due in respect of the Notes), as determined pursuant to the procedures

described in the Offer to Purchase, are US\$977.50 per US\$1,000.00 principal amount of Notes validly tendered (and not validly withdrawn) at or prior to the Expiration Date.

The Issuer has accepted for purchase US\$34,865,517 of the Notes validly tendered (and not validly withdrawn) in the Tender Offer at or prior to the Expiration Date, in accordance with the terms and procedures described in the Offer Documents. Subject to the satisfaction or waiver of the conditions to the Tender Offer, as set forth in the Offer to Purchase, the Issuer intends to make payment in cash of an amount equal to the Total Consideration for such accepted Notes on June 12, 2025, which is the settlement date for the Tender Offer.

All Notes purchased by Samarco pursuant to the Offer will be cancelled by Samarco and will not be re-issued or re-sold. All tendered Notes not accepted as a result of proration, all tenders with a Bid Price in excess of the Clearing Price, and all tenders that were not validly submitted, will be rejected from the Tender Offer and will be promptly credited to the Holder's account with DTC or otherwise returned to the Holder without cost and will remain outstanding.

Because the Tender Offer was oversubscribed, for the purposes of Section 3.08(a)(v) of the Indenture, the Issuer hereby notifies Holders of Notes that the proration factor is 14.683177%.

Citigroup Global Markets Inc. acted as dealer manager (the "Dealer Manager") in connection with the Tender Offer. In such capacity, the Dealer Manager may contact Holders regarding the Tender Offer and may request brokers, dealers, commercial banks, trust companies and other nominees to forward the Offer to Purchase and related materials to beneficial owners of Notes. The Dealer Manager can be contacted at the following telephone numbers with questions regarding the Tender Offer: +1 (212) 723-6106 / +44 207 986 8969, and toll-free at +1 (800) 558-3745.

Global Bondholder Services Corporation acted as the tender agent and the information agent for the Tender Offer. Requests for copies of the Offer to Purchase should be directed to Global Bondholder Services Corporation at +1 (855) 654-2014 (toll-free), or [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com).

Neither the Offer to Purchase, the Press Release, nor any related documents have been filed with the U.S. Securities and Exchange Commission, nor have any such documents been filed with or reviewed by any federal or state securities commission or regulatory authority of any country.

No authority has passed upon the accuracy or adequacy of the Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Under no circumstances shall this press release constitute an offer to buy or the solicitation of an offer to sell the Notes or any other securities of the Issuer, or any of its affiliates in the United States or in any other jurisdiction. The Tender Offer is not being made to, nor will the Issuer accept tenders of Notes from, Holders in any jurisdiction in which the Tender Offer would not be in compliance with the securities or blue-sky laws of such jurisdiction.

### **Important Notice Regarding Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. The words "will," "may," "designed to," "outlook," "believes," "should," "anticipates," "plans," "expects," "intends," "estimates," "forecasts" and similar expressions identify certain of these forward-looking statements. The Issuer also may provide forward looking statements in oral statements or other written materials released to the public. All statements contained or incorporated in this press release or in any other public statements that address operating performance, events or developments that the Issuer expects or anticipates may occur in the future are forward-looking statements. Forward looking statements are information of a non-historical nature or that relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described in this press release will be consummated or as to the ultimate terms of any such transactions. The forward-looking statements in this press release are made as of the date hereof, and the Issuer does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

**Disclaimer**

This press release must be read in conjunction with the Offer Documents. The Offer Documents contained important information that Holders were required to read carefully before making any decision with respect to the Tender Offer. In particular, see “Risk Factors” beginning on page 9 of the Offer to Purchase for a discussion of certain factors Holders of Notes were required to consider in connection with the Tender Offer. If any Holder is in any doubt as to the Tender Offer, it is recommended to seek its own legal, tax, accounting and financial advice, including as to any tax consequences, from its attorney, accountant or other independent financial or legal adviser. None of the Issuer, the Dealer Manager, the Tender and Information Agent, the Trustee or any of their respective affiliates made any recommendation as to whether Holders should or should not tender any Notes in response to the Tender Offer or expressed any opinion as to whether the terms of the Tender Offer are fair to any Holder. Holders were required to make their own decision as to whether to tender any Notes and, if so, the principal amount of Notes to tender and the Bid Price at which to tender.