



EMPREENDIMENTOS PAGUE MENOS S.A.

Publicly-Held Company with Authorized Capital

CVM Code No. 02260-8

CNPJ/MF nº 06.626.253/0001-51 | NIRE 23300020073

PGMN
B3 LISTED NM

MATERIAL FACT

EMPREENDIMENTOS PAGUE MENOS S.A. (B3: PGMN3) ("**Company**"), in compliance with the provisions of Resolution No. 44 of the Brazilian Securities and Exchange Commission ("**CVM**") of August 23, 2021 and article 157, paragraph 4, of Law No. 6,404 of December 15, 1976 ("**Brazilian Corporation Law**"), in view of the disclosure, on February 26, 2026, of a notice on the website of the newspaper Valor Econômico, informs its shareholders and the market in general that it is evaluating the possibility of carrying out a subsequent public offering for the distribution of shares, on an estimated amount of 70,000,000 (seventy million shares), to be carried out in Brazil and intended exclusively for professional investors, as defined and as applicable, in articles 11 and 13 of CVM Resolution No. 30, of May 11, 2021, as amended, pursuant to applicable laws and regulations and with placement efforts abroad ("Potential Offering").

On this date, no definitive decision has been made by the Company regarding the realization of the Potential Offer. The effective implementation of the Potential Offering and the definition of its terms and conditions remains subject, among other factors, to the conditions of the Brazilian and international financial and/or capital markets, to obtaining the necessary approvals, including corporate and, if applicable, third-party approvals, to favorable political and macroeconomic conditions, to the interest of investors, among other factors beyond the Company's control and, therefore, on this date, no public offering for the distribution of shares and/or any other securities issued by the Company is being carried out in Brazil or in any other jurisdiction. If it is carried out, the Potential Offering will be conducted in accordance with applicable laws and regulations.

This Material Fact is for informational purposes only and does not constitute an offer to sell securities, in Brazil or abroad, including in the United States of America ("United States**") or in any other jurisdiction. This Material Fact is not intended to be published or distributed, directly or indirectly, in the United States. This Material Fact shall not, under any circumstances, be considered and/or construed as, nor constitute, an investment recommendation or offer to sell, solicitation or offer to buy any securities issued by the Company, having an exclusively informative nature, under the terms of the legislation in force. Neither the Potential Offering, if made, including the right of priority granted to the Company's shareholders, nor any securities issued by the Company mentioned in this Material Fact have been or will be registered under the *U.S. Securities Act of 1933*, as amended ("**Securities Act**"), or any other federal or state laws of the United States. No securities issued by the Company may be offered or sold in the United States without registration or exemption from registration under the *U.S. Securities Act of 1933*, as amended, or any applicable laws and regulations.**

The Company reinforce its commitment to keep its shareholders and the market in general informed, under the terms of the applicable regulations, about any relevant updates related to the subject matter of this material fact.

Fortaleza, February 27, 2026

EMPREENDIMENTOS PAGUE MENOS S.A.

Luiz Renato Novais

Chief Financial and Investor Relations Officer