



EMPREENDIMENTOS PAGUE MENOS S.A.

Publicly-held Company

CVM Code No. 02260-8

CNPJ/MF No. 06.626.253/0001-51 | NIRE 23300020073

MATERIAL FACT

Empreendimentos Pague Menos S.A. (B3: PGMN3) (the "Company"), in compliance with the provisions of Resolution No. 44 of August 23, 2021 of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*, the "CVM") and paragraph 4 of article 157 of Law No. 6.404, of December 15, 1976, following the material facts disclosed by the Company on September 15, 2025, and September 22, 2025, relating to the launch of the Offering (as defined below) hereby informs its shareholders and the market in general that it priced a primary and secondary offering of 69,565,218 common shares of the Company (the "Shares"), consisting of (i) 40,000,000 newly issued common shares of the Company (the "Primary Offering") and (ii) 29,565,218 common shares of the Company to be offered and sold by certain funds managed by General Atlantic, as selling shareholders (the "Selling Shareholders") (the "Secondary Offering," and together with the Primary Offering, the "Offering"). The Company's board of directors approved the pricing and set the price per share at R\$3.50 (the "Price per Share") at a meeting held on the date hereof and following the conclusion of the bookbuilding process and approved an increase of the Company's capital stock (within the limit of the authorized capital) to R\$2,028.7 million divided into 662,673,160 common shares. The total number of Shares proposed to be offered may be increased by up to 15% of the Shares initially offered, or up to 10,434,782 shares, owned by the Selling Shareholders, at the same price as the Shares initially offered, in connection with stabilization efforts.

The Offering was directed to: (i) the public and institutional investors in Brazil; (ii) qualified institutional buyers (as defined under Rule 144A under the United States Securities Act of 1933, as amended, the "Securities Act") in the United States and (iii) outside of the United States and Brazil, to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act).

The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – *Brasil, Bolsa, Balcão*) is expected to occur on October 2, 2025, and the settlement of the Offering is expected to occur on October 3, 2025.

The Offering has not been and will not be registered under the Securities Act or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless pursuant to a registration statement or in transactions exempt from, or not subject to, the registration requirements of the Securities Act.

In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Offering, priority rights were given to existing shareholders of the Company to subscribe for up to all of the Shares placed through the Primary Offering based on each shareholder's proportional interest in the Company's capital ("Priority Offering"). Accordingly, all of the Shares offered in the Primary Offering were offered to existing shareholders of the Company before they were offered to any other investors.

The Priority Offering, which occurred in Brazil concurrently with the Offering has not been and will not be registered under the Securities Act or under any other U.S. federal or state securities laws. Accordingly, the Priority Offering was only available to investors in the United States or to U.S.

persons in reliance on exemptions from registration provided under the Securities Act.

This material fact notice is disclosed for informative purposes only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

If you would like to receive a free translation of the full Portuguese-language *fato relevante* and are able to certify that you are a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act) or a non-U.S. person outside the United States (pursuant to Regulation S under the Securities Act) to the reasonable satisfaction of the Company, please contact the Company's investors relations department at Rua Senador Pompeu, No. 1.520, Fortaleza, Ceará, 60025-002, Brazil, or access the Company's website www.ri.paguemenos.com.br/.

Any communications to the shareholders and the market related to the Offering, including possible alterations of the transaction schedule, will be disclosed by means of a notice to the market or material fact on the websites of the CVM (www.cvm.gov.br), B3 (www.b3.com.br), and the Company (www.ri.paguemenos.com.br/).

Fortaleza, September 30, 2025

Luiz Renato Novais
Chief Financial and Investor Relations Officer