



EMPREENDIMENTOS PAGUE MENOS S.A.

Publicly-held company
CNPJ No. 06.626.253/0001-51
NIRE 23.3000.200.73

MATERIAL FACT APPROVAL OF THE PRIVATE CAPITAL INCREASE

EMPREENDIMENTOS PAGUE MENOS S.A. ("Company") (B3: PGMN3), in compliance with the provisions of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law") and the regulations of the Brazilian Securities and Exchange Commission ("CVM"), in particular CVM Resolution No. 44, of August 23, 2021, as amended, in continuation of the Material Fact and Notice to Shareholders disclosed on December 16, 2025, the Shareholder Notice disclosed on December 23 of 2025, February 5, 2026 and February 24, 2026, communicates to its shareholders and to the market in general that the Company's Board of Directors approved, in a meeting held on this date, the approval of the increase in the Company's share capital, within the limit of the authorized capital, through the issuance of common, book-entry, nominative shares, without nominal value, by the Company ("Shares"), for private subscription, as approved by the Company's Board of Directors at a meeting held on December 16, 2025 ("Capital Increase").

Within the scope of the Capital Increase, the maximum amount established in the Capital Increase, which is 26,225,046 (twenty-six million, two hundred and twenty-five thousand and forty-six) new Shares, were subscribed and paid, representing 100% of the Shares subject to the Capital Increase, at the price of R\$ 5.51 (five reais and fifty-one cents) per Share, totaling R\$ 144,500,003.46 (one hundred and forty-four million, five hundred thousand and one, three reais and forty-six cents). In this way, the Company's total share capital increases from **the current** R\$ 2,028,650,564.99 (two billion, twenty-eight million, six hundred and fifty thousand, five hundred and sixty-four reais and ninety-nine cents), composed of 662,673,160 (six hundred and sixty-two million, six hundred and seventy-three thousand, one hundred and sixty) Shares, **to** R\$ 2,173,150,568.45 (two billion, one hundred and seventy-three million, one hundred and fifty thousand, five hundred and sixty-eight reais and forty-five cents) composed of 688,898,206 (six hundred and eighty-eight million, eight hundred and ninety-eight thousand, two hundred and six) Shares.

The new shares issued within the scope of the Capital Increase will be identical to the existing shares, and will be entitled to receive full dividends and/or interest on equity, as well as any other rights that may be declared by the Company upon approval of the Capital Increase, on equal terms with other existing shares.

The subscribed shares will be credited to their subscribers within three (3) business days from this date.

For more information on the results of the surplus period and ratification of share capital, see the Notice to Shareholders released on this date. Any questions and/or clarifications regarding the above procedures may be directed to the Company's Investor Relations Department, on the phone +55 (85) 3255-5544 or by email at ri@pmenos.com.br.

Fortaleza, February 24, 2026

Luiz Renato Novais

Financial and Investor Relations Office