



Publicly-Held Company

Corporate Taxpayer ID (CNPJ) No. 16.590.234/0001-76

Company's Registry (NIRE) 31.300.025.91-8 | CVM Code No. 02234-9

MATERIAL FACT

AZZAS 2154 S.A. ("Company" or "Azzas 2154"), in compliance with the provisions of Article 157, Paragraph 4, of Law No. 6,404 of 1976 ("Brazilian Corporate Law"), and CVM Resolution No. 44 of 2021, and further to the Material Fact disclosed on March 18th, 2025, hereby informs that, as a result of understandings between the Company's reference shareholders, Mr. Alexandre Café Birman ("Alexandre Birman") and Mr. Roberto Luiz Jatahy Gonçalves ("Roberto Jatahy"), aimed at continuously improving the corporate governance of the Azzas 2154 group, the Company's Board of Directors, at a meeting held on June 27th, 2025 ("BDM"), resolved, among other matters, on changes and proposals for a new composition of the Company's Board of Directors.

Following a series of discussions and collaborative efforts, the Company's controlling shareholders, together with their respective shareholder blocks, aligned on a long-term strategic vision. The information detailed below reflects part of the understandings reached in this context.

In this context, the Company announces certain changes related to the composition of its Board of Directors. At the BDM, Mr. Nicola Calicchio Neto was elected as an independent member and the new Chairman of the Board of Directors, following the resignation of Mr. Pedro Pullen Parente. At the same meeting, Mr. Marcel Sapir, who already serves as a board member, was appointed Vice-Chairman of the Board of Directors, following the resignation of Ms. Anna Andrea Votta Alves Chaia. In the new composition, in which the Board of Directors will consist of seven members, Mr. José Ernesto Beni Bologna also submitted his resignation.

The BDM also approved the calling of an Extraordinary General Shareholders' Meeting of the Company ("EGM") to deal with, among other matters, the change in the composition of the Board of Directors, proposing that it be composed of seven members. The election of Mr. Nicola Calicchio Neto and Mr. André Aliche De Vivo will also be proposed to the EGM, given that they were elected to their positions by the Board of Directors itself with a term of office until the next general meeting, in line with the provisions of the Brazilian Corporate Law and the Company's bylaws, as well as the characterization of director Marcel Sapir as an independent member, since his votes are no longer bound by the Company's Shareholders' Agreement dated of July 31st, 2024.



Mr. Alexandre Birman and Mr. Roberto Jatahy, on their own behalf and as representatives of their respective blocks of reference shareholders, have expressed that they will vote in favor of the matters on the agenda of the EGM.

The original composition of the Board of Directors, established when Azzas 2154 was created, was essential for structuring the governance pillars of the Company and consolidating practices aligned with the highest market standards. The experience of its members contributed to the group reaching its current level of maturity. The proposed changes reflect a new stage in the group's evolutionary development process. Focusing on simplification and execution, the changes aim to (1) speed up integration, (2) focusing energy on the business and (3) improving a vision for the future of Azzas 2154 group for the period 2025-2030.

Thus, subject to the approvals by the EGM of the matters mentioned above, the Board of Directors shall be composed of seven members, replacing the previous composition of nine members, of which three are independent directors, thereby increasing their representativeness in the decision-making process.

In the new composition, Mr. Nicola Calicchio Neto assumes the position of Chairman of the Board of Directors and will coordinate the Company's Strategy and Integration Committee. With extensive experience in consulting, business strategy, and corporate governance, for decades the number one executive in Brazil, in the world's largest business consulting firm, Mr. Nicola Calicchio Neto will actively contribute to the business integration process, capturing synergies, and executing Azzas 2154's business strategies.

In addition, the board member Marcel Sapir assumes as Vice Chairman of the Board of Directors and, subject to the EGM's resolution, will serve as an independent board member. Ms. Sylvia de Souza Leão Wanderley, who already holds the position of independent board member, will now coordinate the People, Remuneration and Sustainability Committee.

Therefore, the new composition will include the following members, subject to the applicable approvals by the EGM:

- **Nicola Calicchio Neto**, as Chairman and independent board member;
- **Marcel Sapir**, as Vice President and independent board member;
- **Sylvia de Souza Leão Wanderley**, as independent board member;
- **Alexandre Café Birman**, as a full member of the Board of Directors;



- **André Aliche De Vivo**, as a full member of the Board of Directors;
- **Roberto Luiz Jatahy Gonçalves**, as a full member of the Board of Directors; e
- **Edison Ticle de Andrade Melo e Souza Filho**, as a full member of the Board of Directors.

Ms. Anna Andrea Votta Alves Chaia and Mr. José Ernesto Beni Bologna will continue to support the Company's management as Special Advisors, with Ms. Anna Andrea Votta Alves Chaia serving as Special Advisor focused on advising on brand strategy, and Mr. José Ernesto Beni Bologna as Special Advisor for matters related to human resources.

The Company would like to thank Mr. Pedro Pullen Parente, Ms. Anna Andrea Votta Alves Chaia, and Mr. José Ernesto Beni Bologna for all their contributions in the performance of their duties.

Information regarding the EGM, including the Management Proposal for the EGM with further details on the agenda items, is available for consultation on the CVM website (<https://www.gov.br/cvm/en>), the B3 website (https://www.b3.com.br/en_us/), and the Azzas 2154 website (<https://ri.azzas2154.com.br/en/>).

Finally, the Company invites its investors to participate in a videoconference to be held on June 30th, 2025 (Monday), at 10:00 a.m. BRT, during which the changes described above will be presented and clarified.

Interested investors may access the meeting through the link <https://us06web.zoom.us/j/87595662042>.

Belo Horizonte/MG, June 30th, 2025.

RAFAEL SACHETE DA SILVA

Chief Financial, Corporate and Investor Relations Officer