

MATERIAL FACT

SANTOS BRASIL PARTICIPAÇÕES S.A. (“Company”), in compliance with the provisions of article 157, Paragraph 4 of Law No. 6,404, of December 15, 1976, as amended (**“Brazilian Corporation Law”**) and the Brazilian Securities and Exchange Commission (**“CVM”**) Resolution No. 44, of August 23, 2021, as amended, and in addition to the Material Facts disclosed on September 22, 2024, September 30, 2024, December 18, 2024, March 14, 2025, and April 3, 2025, hereby informs its shareholders and the market in general as follows:

On the date hereof, the Company received a joint communication (**Schedule I**) sent by vehicles and funds managed by Opportunity¹ (**“Sellers”**) and by CMA Terminals Atlantic S.A., CMA Terminals Project (as **“Buyers”**) and CMA-CGM (their controlling shareholder, and together with the Buyers, the **“CMA CGM Group”** or **“CMA”**) informing the closing and consummation of the transaction contemplated in the *“Share Purchase and Sale Agreement and Other Covenants”*, dated September 22, 2024 (**“Transaction”**), and the final price per share, paid in cash, under the Transaction of R\$ 13.601023147 (thirteen reais *comma* six, zero, one, zero, two, three, one, four, seven). As a result of the Transaction, Buyers acquired (i) 214,991,864 common shares issued by the Company (**“Shares”**), and (ii) 39,779,406 Global Depositary Receipts – GDRs (whose underlying securities are 198,897,030 common shares issued by the Company) (**“GDRs”**; and together with the Shares, the **“Securities”**), representing approximately 47.9% of the Company's fully diluted capital stock. Therefore, and also considering the acquisition of shares made by an affiliate of CMA-CGM as disclosed to the market through the Material Fact dated September 30, 2024, CMA CGM Group, as a result of the closing of the Transaction, has become the owner of (i) 241,831,864 common shares issued by the Company, and (ii) 39,779,406 Global Depositary Receipts – GDRs (whose underlying securities are 198,897,030 common shares issued by the Company), representing, on the date hereof, approximately 51% of the Company's fully diluted capital stock.

As a result of the consummation of the Transaction, the Company received written resignations from Ms. Verônica Valente Dantas, Mr. Eduardo de Britto Pereira Azevedo, and Ms. Maria Amalia Delfim de Melo Coutrim, from their respective

¹ (i) Opportunity Global II FIA – RL, (ii) Opportunity Ações FIA BDR Nivel I, (iii) Opportunity Logica Master FIA, (iv) Opp I FIA BDR Nivel I Invest. no Exterior, (v) Opportunity Log II FIC FIA, (vi) Opportunity Dinâmico II FIA – RL, (vii) Opeg Spectrum FIA – RL, (viii) TG II FIM IE, (ix) Opportunity SLQ BDR Nivel I FIA IE, (x) Opportunity Invest II Ltda, (xi) Ancoradouro da Ponta Ltda, (xii) Opportunity Equity Partners Administradora de Recursos Ltda, and (xiii) Emerging Markets Investments CV.

positions as sitting members of the Board of Directors of the Company, and from Ms. Ana Carolina de Oliveira Silva Moreira Lima, Ms. Ana Claudia Coutinho de Brito, Mr. Victor Bastos Almeida, Mr. Rafael Machado Neves and Mr. Guilherme Laport, alternates members of the Board of Directors of the Company, as referred to in the minutes of the Board of Directors meeting held on the date hereof. In accordance with article 150 of the Brazilian Corporation Law and article 13, §2 of the Company's Bylaws, Ms. Christine Cabau Woehrel (CMA CGM Executive Vice President Operations, Group Assets and Pool Partnerships), Mr. Ramon Fernandez (CMA CGM Executive Vice President Group Chief Financial Officer), and Mr. Nicolas Antoine Reynard (CMA CGM Director of Strategy) were elected as members of the Board of Directors of the Company, at a Board of Directors Meeting held on the date hereof. Additionally, Ms. Christine Cabau Woehrel was appointed as Chairman of the Board of Directors, and Mr. Ramon Fernandez, as Vice Chairman, while the other members of the Board of Directors, representing the majority of the Board of Directors members, have remained in their respective positions.

As a result of the closing of the Transaction, as it was previously disclosed, CMA Terminals Atlantic S.A. will launch a tender offer, under the applicable legislation and regulation, to acquire the totality of the Company's remaining shares ("**Tender Offer**"), for the same price (duly adjusted by SELIC rate until the financial settlement of the Tender Offer) and conditions paid to the Sellers. As per the Material Fact of April 3, 2025, CMA also intends to promote the conversion of the Company's registration with the CVM from a category "A" securities issuer to category "B" ("**Registration Conversion**") and, consequently, the Company's exit from the special listing segment of B3's Novo Mercado ("**Exit from Novo Mercado**"), in a unified manner ("**Unified Tender Offer**"). The effective request for registration of the Conversion Registration and Exit from Novo Mercado Tender Offer will only be filed by CMA Terminals Atlantic S.A. if the minimum price determined in the appraisal report required by the applicable rules is less than or equal to the final price per share of the Transaction, as duly adjusted by SELIC rate until the financial settlement of the Tender Offer (provided that CMA Terminals Atlantic S.A. may resign to this condition, to its sole discretion, up until the Tender Offer filing). In case CMA Terminals Atlantic S.A. does not file the registration for the Unified Tender Offer in accordance with the foregoing, CMA will still follow through with the registration request of the Tender Offer.

Under applicable regulation, the Registration Conversion and the Exit from Novo Mercado are subject to specific success quorum, and if the respective quorums for the Registration Conversion and the Exit from Novo Mercado are not met, CMA will, in any case, proceed with the Tender Offer.

In the context of the closing of the Transaction, the Company's Board of Directors issued a favorable opinion for the Company's shareholders to sell their shares issued by the Company in the Tender Offer to be launched by CMA, without prejudice to the reasoned opinion to be prepared and disclosed, pursuant to Article 21 of the Novo Mercado rules of B3, within 15 days after the publication of the Tender Offer notice.

The Company will keep its shareholders and the market informed of any relevant updates regarding the matters discussed herein through its usual channels for the disclosure of periodic and occasional information, which can also be accessed through the Investor Relations page on the Company's website (<http://ri.santosbrasil.com.br/>), the CVM website (<http://www.cvm.gov.br/>), and the B3 website (<http://www.b3.com.br>).

São Paulo, April 24, 2025.

SANTOS BRASIL PARTICIPAÇÕES S.A.

DANIEL PEDREIRA DOREA

Chief Financial and Investor Relations Officer

Schedule I

[The schedule starts on the next page]
[Remainder of page left blank on purpose]

24 de abril de 2025

SANTOS BRASIL PARTICIPAÇÕES S.A.

Rua Joaquim Floriano, n. 413, 10º andar, cj. 101 e 102
São Paulo — SP
04534-011

At.: Daniel Pedreira Dorea
Diretor Financeiro e de Relações com Investidores
Enviado por e-mail

Re.: **Fechamento do Contrato de Compra e Venda de Ações**

Prezados Senhores,

Os ora signatários desta correspondência comunicam e informam à Santos Brasil Participações S.A. (a “**Companhia**”) que, após a obtenção das aprovações das autoridades governamentais aplicáveis, foi concluído o fechamento da transação prevista no “*Contrato de Compra e Venda de Ações e Outras Avenças*” (“**Contrato**”) datado de 22 de setembro de 2024 (“**Operação**”).

A CMA Terminals Atlantic S.A. e CMA Terminals Project, subsidiárias da CMA CGM (em conjunto, “**Grupo CMA**” ou “**CMA**”), adquiriram, como resultado do fechamento da Operação, (i) 214.991.864 ações ordinárias de emissão da Companhia (“**Ações**”), e (ii) 39.779.406 *Global Depositary Receipts* - GDRs (que possuem, como valores mobiliários subjacentes, 198.897.030 ações ordinárias de emissão da Companhia) (“**GDRs**”), representando aproximadamente 47,9% do capital da Companhia em bases totalmente diluídas. Dessa forma, e considerando também a aquisição de ações pelas subsidiárias da CMA-CGM, conforme divulgado ao mercado em Fato Relevante datado de 30 de setembro de 2024, o Grupo CMA, em decorrência do fechamento da Operação, passou a ser titular de (i) 241.831.864 ações ordinárias de emissão da Companhia, e (ii) 39.779.406 *Global Depositary Receipts* – GDRs (cujos valores mobiliários subjacentes são 198.897.030 ações ordinárias de emissão da Companhia), representando, nesta data, aproximadamente 51% do capital da Companhia em bases totalmente diluídas.

Após os ajustes aplicáveis nos termos do Contrato, o Preço por Ação final da Operação foi de R\$ 13,601023147.

A CMA Terminals Atlantic S.A. ratifica, novamente, o seu compromisso em realizar oferta pública para aquisição da totalidade das ações remanescentes da Companhia, pelo mesmo preço por ação e condições oferecidas aos vendedores no âmbito da Operação, nos termos do art. 254-A da Lei nº 6.404, de 15 de dezembro de 1976, conforme alterada (“**Lei das Sociedades por Ações**”), e do Artigo 37 do Regulamento do Novo Mercado (“**OPA**”), e a sua intenção de promover a conversão de registro da Companhia na CVM de emissora de valores mobiliários categoria “A”

para “B”, nos termos do Artigo 9 e seguintes da Resolução CVM nº 80, de 29 de março de 2022 (“**Conversão de Registro**”) e, conseqüentemente, a saída da Companhia do segmento especial de listagem do Novo Mercado da B3 (“**Novo Mercado**”), conforme Artigos 42 e 43 do Regulamento do Novo Mercado (“**Saída do Novo Mercado**” e, em conjunto com a Conversão de Registro e a OPA, a “**OPA Unificada**”). Conforme mencionado anteriormente em carta enviada pela CMA Terminals Atlantic S.A., o efetivo pedido de registro da OPA para Conversão de Registro e Saída do Novo Mercado apenas será protocolado pela CMA Terminals Atlantic S.A. caso o preço mínimo determinado no laudo de avaliação exigido pelas normas aplicáveis for inferior ou igual ao preço por ação da Operação, conforme corrigido pela taxa SELIC até a liquidação financeira da OPA (sendo certo que a CMA Terminals Atlantic S.A. poderá renunciar a tal condição, a seu exclusivo critério, até o pedido de registro da OPA). Caso a CMA Terminals Atlantic S.A. não protocole o pedido de registro da OPA Unificada, de acordo com o exposto acima, a CMA Terminals Atlantic S.A. ainda seguirá com o pedido de registro da OPA.

De acordo com a regulamentação aplicável, a Conversão de Registro e a Saída do Novo Mercado estão sujeitas à aprovação por quórum específico, de modo que, caso os respectivos quóruns de Conversão de Registro e Saída do Novo Mercado não sejam atingidos, a CMA Terminals Atlantic S.A. procederá, em qualquer caso, com a OPA.

Os signatários desta carta solicitam que a Companhia que divulguem esta carta ao mercado como um fato relevante, de acordo com os regulamentos aplicáveis.

- Versão em inglês a seguir // English version follows -

April 24, 2025

SANTOS BRASIL PARTICIPAÇÕES S.A.

Rua Joaquim Floriano, n. 413, 10th floor, 101 and 102
São Paulo — SP
04534-011

At.: Daniel Pedreira Dorea
Chief Financial and Investor Relations Officer
Sent by E-mail

Re.: **Closing of the Share Purchase and Sale Agreement**

Dear Sirs,

The undersigned parties hereby notify and inform Santos Brasil Participações S.A. (the “**Company**”) that, following the obtaining of the applicable governmental authorities approvals, the closing of the transaction contemplated under the “*Share Purchase Agreement and Other Covenants*” (“**Agreement**”) dated as of September 22, 2024 (“**Transaction**”) has been completed on the date hereof.

CMA Terminals Atlantic S.A. and CMA Terminals Project, affiliates of CMA CGM (together the “**CMA Group**” or “**CMA**”), acquired as a result of the closing of the Transaction (i) 214,991,864 common shares issued by the Company (“**Shares**”), and (ii) 39,779,406 Global Depositary Receipts - GDRs (which have, as underlying securities, 198,897,030 common shares issued by the Company) (“**GDRs**”), representing approximately 47.9% of the Company's fully diluted capital stock. Therefore, and also considering the acquisition made by an affiliate of CMA-CGM as disclosed to the market through the Material Fact dated September 30, 2024, CMA Group, as a result of the closing of the Transaction, has become the owner of (i) 241.831.864 common shares issued by the Company, and (ii) 39,779,406 Global Depositary Receipts – GDRs (whose underlying securities are 198,897,030 common shares issued by the Company), representing, on the date hereof, approximately 51% of the Company's fully diluted capital stock.

Pursuant to the applicable adjustments under the Agreement, the final Price per Share of the Transaction was R\$ 13.601023147.

CMA Terminals Atlantic S.A. once again ratify its commitment to carry out a tender offer to acquire all remaining shares issued by the Company, at the same price per share and conditions offered to the sellers in the Transaction, under the terms of Art. 254-A of Law No. 6.404, of December 15, 1976, as amended (“**Brazilian Corporation Law**”), and Article 37 of the Novo Mercado Rules (“**Tender Offer**”), and its intention to promote the conversion of the Company's registration with CVM from a category “A” to a category “B” securities issuer, under the terms of Article 9 and following of CVM Resolution No. 80, of March 29, 2022 (“**Registration**”).

Conversion") and, consequently, to delist the Company from the special listing segment Novo Mercado ("**Novo Mercado**"), under the terms of Articles 42 and 43 of the Novo Mercado Rules ("**Exit from Novo Mercado**" and, together with the Registration Conversion and the Tender Offer, the "**Unified Tender Offer**"). As already mentioned in the letter sent by CMA Terminals Atlantic S.A., the effective request for registration of the Conversion Registration and Exit from Novo Mercado Tender Offer will only be filed if the minimum price determined in the appraisal report required by the applicable rules is less than or equal to the price per share of the Transaction, as duly adjusted by SELIC rate until the financial settlement of the Tender Offer (provided that CMA Terminals Atlantic S.A. may resign to this condition, to its sole discretion, up until the Tender Offer filing). In case CMA Terminals Atlantic S.A. does not file the registration for Unified Tender Offer in accordance with the foregoing, CMA will still follow through with the registration request of the Tender Offer.

Under applicable regulation, the Registration Conversion and the Exit from Novo Mercado are subject to specific success quorum, and if the respective quorums for the Registration Conversion and the Exit from Novo Mercado are not met, CMA Terminals Atlantic S.A will, in any case, proceed with the Tender Offer.

The signatories of this letter request the Company to disclose this letter to the market as a material fact, pursuant to the applicable regulations.

[Signature pages follow]