



BANCO BMG S.A.

Publicly-held Company

CNPJ/MF 61.186.680/0001-74

NIRE 3530046248-3

MATERIAL FACT

Banco Bmg S.A. (**B3: BMGB4**) ("Bank"), in compliance with the provisions of CVM Resolution 44/21, as amended, informs its shareholders and the market in general that the Board of Directors of the Bank, in a meeting held on this date, resolved:

- (i) to approve a new share buy-back program, which will take effect from June 27, 2025, authorizing the acquisition of up to 12,961,497 preferred shares issued by the Bank, without reducing the value of the share capital, corresponding to up to 10.00% (ten percent) of the outstanding shares, reduced by the current shares held in treasury, to be held in treasury, canceled or placed back into the market, or, moreover, payment of compensation to Bank executives and other beneficiaries under the scope of the long-term incentive plans of the Bank, pursuant to paragraph 1 and 2 of article 30 of Law 6,404/76 ("Brazilian Corporations Law") and CVM Resolution 77/22;
- (ii) the acquisition operations will be carried out on a stock exchange, from June 27, 2025 to December 21, 2026, at market value;
- (iii) the information contained in Attachment G of CVM Resolution No. 80/22, referring to the share buy-back program, is included in Attachment I to this Material Fact.

São Paulo, June 26, 2025.

FLÁVIO PENTAGNA GUIMARÃES NETO

Executive Vice President and Investor Relations Officer



ANNEX I

BANCO BMG S.A.

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Trading of Own Shares

(pursuant to Annex G CVM Resolution No. 80 of March 29, 2022)

1. Justify in detail the objective and expected economic effects of the operation:

The objective of Banco Bmg S.A. ("Bank") in the execution of the Buy-back Program is to invest available funds in the acquisition of its preferred shares issued on the stock exchange, at market prices, without reducing of its capital stock, to remain in treasury, later cancellation or reallocation of the shares to the market or, even, intended for the payment of remuneration to Bank executives and other beneficiaries of the Bank's long-term incentive plans, in compliance with the provisions of paragraph 1 of article 30 of Law 6,404 of December 15, 1976 ("Corporations Law"), as amended, and in the rules set forth in CVM Resolution 77, of March 29, 2022 ("CVM Resolution 77").

The Bank understands that the Buy-back Program will increase the generation of value for its shareholders through an efficient management of the capital structure.

In addition, the Buy-back Program will also allow the payment of share-based compensation, including for the purposes of complying with the provisions of CMN Resolution No. 5,177, of September 26, 2024, as amended.

2. Inform the number of shares (i) outstanding and (ii) already held in treasury:

The Bank has 132,335,457 (one hundred and thirty-two million, three hundred and thirty-five thousand, four hundred and fifty-seven) preferred shares, registered, book-entry and with no par value issued by the Bank in circulation ("Outstanding Shares"), based on art. 9 of CVM Resolution 77. On the date of this Material Fact, there are 272,048 (two hundred and seventy-two thousand and forty-eight) preferred shares held in treasury.



3. Inform the number of shares that may be acquired or sold:

The Bank may acquire up to 12,961,497 (twelve million, nine hundred and sixty-one thousand, four hundred and ninety-seven) preferred shares, registered, book-entry and without par value, issued by the Bank, corresponding to up to 10.00% (ten percent) of the Outstanding Shares, reduced by the current shares held in treasury.

4. Describe the main characteristics of the derivative instruments that the Company may use, if any:

Not applicable, given that the Bank will not use derivative instruments under the Share Buy-back Program.

5. Describe, if any, any existing voting agreements or guidelines between the Company and the counterparty of the operations:

Not applicable, as the buy-backs will be carried out on the B3 S.A. - Brasil, Bolsa, Balcão (“B3”) exchange, with no knowledge of who the counterparties in the operations will be.

6. In the case of transactions carried out outside organized securities markets, inform:

a. The maximum (minimum) price at which the shares will be acquired (sold); and

Not applicable, as the acquisition operations will be carried out on the B3, at market price.

b. If applicable, the reasons justifying the operation at prices higher than ten percent (10%), in case of acquisition, or lower than ten percent (10%), in case of sale, than the average of the price quote, weighted by volume, in the previous ten (10) trading sessions;

Not applicable, since the acquisition operations will be carried out on the B3, at market price.

7. Inform, if any, the impacts that the negotiation will have on the composition of the controlling interest or the administrative structure of the company:

The Share Buy-back Program will not impact the composition of the shareholding control or the Bank's administrative structure.



8. Identify the counterparties, if known, and, in the case of a party related to the Company, as defined by the accounting rules dealing with this matter, also provide the information required by art. 9 of CVM Resolution No. 81, of March 29, 2022:

Considering that the buy-back of shares will occur through operations carried out on the B3, there is no way to identify counterparties or operations carried out with related parties.

9. Indicate the disposition of the resources received, if applicable:

The shares acquired in the context of the Buy-back Program initially will be held in treasury, with the decision of subsequent cancellation, the sale of the shares on the market or allocation to the payment of share-based compensation to executives and other beneficiaries of the Bank's long-term incentive plans to be taken in due time and communicated to the market. If the sale of shares is approved, the proceeds will be allocated to the Bank's operations.

10. Indicate the maximum period for the settlement of the authorized operations:

The maximum period for the settlement of authorized operations is 18 (eighteen) months from the effective date of the Buy-back Program, ending, therefore, on December 21, 2026.

11. Identify institutions that will act as intermediaries, if any:

The operation for the acquisition of the Bank's shares will be brokered by (i) Inter Distribuidora de Títulos e Valores Mobiliários Ltda, enrolled with the CNPJ/MF under No. 18.945.670/0001-46, headquartered at Avenida do Contorno, No. 7.777, Lourdes, CEP: 30.110-051, Belo Horizonte/MG; (ii) Renascença DTVM, enrolled with the CNPJ/MF under No. 62.287.735/0001-03, headquartered at Alameda Santos, No. 1940, 12th floor, Cerqueira Cesar, CEP 01418-102, São Paulo/SP; (iii) BGC Liquidez Distribuidora de Títulos e Valores Mobiliários Ltda, enrolled with the CNPJ/MF under No. 33.862.244/0001-32, headquartered at Av. Brigadeiro Faria Lima, No. 3.144 – 7th floor, São Paulo/SP; (iv) Itaú Corretora de Valores S.A, enrolled with the CNPJ/MF under nº 61.194.353/0001-64, headquartered at Avenida Brigadeiro Faria Lima, 3.500 – 3rd floor (part), Itaim Bibi, CEP 04538-132, São Paulo/SP; (v) Terra Investimentos DTVM Ltda, enrolled with the CNPJ/MF under nº 03.751.794/0001-13, headquartered at Rua Joaquim Floriano, 100 – 5th floor, CEP 04534-000, São Paulo/SP; or (vi) XP Investimentos CCTVM SA, enrolled with the CNPJ/MF under nº 02.332.886/0001-04, headquartered at Avenida Afranio de Melo Franco, 290 - room 708, CEP: 22430-060, Rio de Janeiro/RJ .



12. Specify the available resources to be used, in the form of art. 8, § 1, of CVM Resolution 77, of March 29, 2022:

It will be used existing resources in the Bank's Shareholders' Equity Revenue Reserves account.

The continued existence of funds available to support the operations for the acquisition of the own shares must be verified based on the most recent annual, interim or quarterly financial statements disclosed by the Bank prior to the effective transfer, to the Bank, of the ownership of the shares issued by it.

13. Specify the reasons why the members of the Board of Directors feel comfortable that the buy-back of shares will not affect the fulfilment of obligations assumed with creditors or the payment of mandatory, fixed or minimum dividends:

The Board of Directors understands that the repurchase of shares, within the approved limits, will not cause any damage to the fulfillment of the obligations assumed by the Bank with its creditors, nor will it compromise the payment of mandatory, fixed or minimum dividends.
