



## AGROGALAXY PARTICIPAÇÕES S.A. – Under Judicial Reorganization

Publicly Held Company  
CNPJ/MF No 21.240.146/0001-84  
NIRE 52.300.048.907

### MATERIAL FACT

**AgroGalaxy Participações S.A. – Under Judicial Reorganization** (B3: AGXY3) (“**Company**”), in compliance with Article 157, paragraph 4, of Law No. 6,404, of December 15, 1976 (“**Brazilian Corporation Law**”), and the provisions of the Resolution of the Brazilian Securities and Exchange Commission (“**CVM**”) No. 44, of August 23, 2021, and in continuation of the Material Fact disclosed on January 21, 2025, hereby informs its shareholders and the market in general that, on March 31, 2025, a binding offer was filed in the judicial reorganization proceedings of the Company, case No. 5887803-78.2024.8.09.0051, pending before the 19<sup>th</sup> Civil and Environmental Court of the District of Goiânia, State of Goiás (“**Judicial Reorganization**”), for the acquisition of credits arising from the resale of inputs by the AgroGalaxy Group to its clients, (i) materialized on this date in promissory notes, trade bills, and other instruments, which are past due and unpaid, and which are not yet subject to judicial collection (“**Existing Credits**”); and (ii) that may be originated until December 31, 2034, with an aggregate face value of BRL 292,007,000.00 (two hundred ninety-two million and seven thousand Brazilian reais) as of March 23, 2025 (“**Binding Offer**”). The face value of the Existing Credits is approximately BRL 683,279,530.00 (six hundred eighty-three million, two hundred seventy-nine thousand, five hundred thirty Brazilian reais), as of March 23, 2025 (“**Face Value**”).

According to the Binding Offer, the purchase price consists of (i) a fixed price, which will include a cash portion calculated based on the Face Value, and the amount of BRL 300,000,000.00 (three hundred million Brazilian reais), to be paid by means of payment in kind using credits subject to the effects of the Judicial Reorganization; and (ii) a contingent price, calculated at 50% (fifty percent) of the amount recovered from the AgroGalaxy Group’s clients, whose payment is subject to the joint and full satisfaction of certain conditions set forth in the Binding Offer, as a result of the collection of the Existing Credits.

The Binding Offer was jointly submitted by the funds Agro Fundo de Investimento em Direitos Creditórios–Responsabilidade Limitada and Carteira Futuro Fundo de Investimento em Direitos Creditórios (jointly, “**Offerors**”).

The acquisition of such credits is subject to the fulfillment (or waiver, as applicable) of the conditions precedent set forth in the Binding Offer, including the completion of a competitive process within the scope of the Judicial Reorganization.

The Company will keep its shareholders and the market duly informed of any material developments related to this credit acquisition transaction, in accordance with applicable laws and regulations.

Goiânia, March 31, 2025.

### AgroGalaxy Participações S.A. – Under Judicial Reorganization

**Luiz Conrado dos Santos Carvalho Sundfeld**  
Chief Financial and Investor Relations Officer