



TIM S.A.
Publicly-held company
CNPJ/MF 02.421.421/0001-11
NIRE 33.300.324.631

MATERIAL FACT

Reverse Split and Split Operation

TIM S.A. ("Company") (B3: TIMS3 and NYSE: TIMB), pursuant to and for the purposes of article 157, paragraph 4, of Law No. 6,404/1976, and CVM Resolution No. 44/2021, hereby informs its shareholders and the market in general of the following:

At a meeting held on this date, the Company's Board of Directors approved the call for its Annual and Extraordinary Shareholders' Meeting ("AEGM"), to be held, on first call, on March 27, 2025, to, among other matters, resolve on the proposal for a reverse split of all common shares issued by the Company, in the ratio of 100 (one hundred) shares to 1 (one) share, and subsequent split, so that 1 (one) grouped share will correspond to 100 (one hundred) shares, without changing the value of the Company's capital stock, nor its total number of shares ("Operation"), and it is not necessary, in this item, to make any change to the Company's Bylaws.

The operation will not affect the securities traded in the American market (ADR – American Depositary Receipt), with the depositary bank being responsible for replenishing the quantity of local shares underlying the Company's ADR program, in such a way as to keep the ADR balance unchanged. After the operation, the Company's issued ADRs will continue to be traded at the ratio of 5 (five) common shares to 1 (one) ADR.

The call notice of the AEGM and other relevant documents were released today.

The Operation has the following objectives: (a) increase liquidity in trading with the Company's issued shares, enhancing the number of shares effectively traded, (b) reduce operational and administrative expenses resulting from the Company's current shareholding structure, (c) provide greater efficiency in managing its shareholder base, (d) provide greater efficiency in the distribution of dividends, (e) increase the efficiency of the book-entry share registration and custody systems, and (f) improve the provision of information to shareholders.

The proposed Operation considers implementation in accordance with the following procedures:

- (i) The authorization to the Company's Board of Executive Officers to define the start date of the procedures for the implementation of the Operation, and such date shall be within a period of three (3) months from the date of the Annual General Meeting (AEM).



- (ii) Once the date for the start of the procedures for the implementation of the Operation has been defined, a period of not less than thirty (30) days will be granted so that shareholders holding common shares of the Company may, if applicable, compose their shares in whole lots multiples of 100 (one hundred), at their own discretion ("Position Adjustment Period").
- (iii) After the end of the Position Adjustment Period, the fractions of shares held by shareholders who have not adjusted their position to multiples of 100 (one hundred) shares will be grouped into whole numbers and sold at auction, to be held at B3 S.A. – Brasil, Bolsa e Balcão in the name of the holders of the fractions ("Auction"). The net proceeds obtained from the sale of these shares will be apportioned and distributed proportionally among all holders of the fractional shares, on a date and in a manner to be duly informed by the Company, and amounts belonging to unidentified holders will be available to the Company, for the legal period, for receipt by the respective holder upon provision of complete registration data.

The proposal, to be submitted to the AEGM, considers that the Operation: (i) will be applied to all shareholders of the Company, (ii) will not result in a change in the value of the Company's capital stock or in the total number of shares, (iii) will not modify the rights conferred by the shares issued by the Company to their holders, and (iv) will not imply a change in the number of shares that make up each ADR, the total number of ADRs in circulation remained unchanged.

The Company will disclose in due course more details about the procedures to be adopted for the operationalization of the Operation described herein, including the Position Adjustment Period and the procedures related to the Auction.

Rio de Janeiro, February 24, 2025.

TIM S.A.
Alberto Griselli
Chief Executive Officer and
Investor Relations Officer