



**KEPLER WEBER S/A**  
Publicly-Held Company  
CNPJ/MF No. 91.983.056/0001-69

## **MATERIAL FACT**

**KEPLER WEBER S/A** (B3: KEPL3; the "Company" or "Kepler Weber"), in compliance with article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended (the "Brazilian Corporation Law") and CVM Resolution No. 44, of August 23, 2021, as amended ("CVM Resolution 44"), as a follow-up to the Material Facts disclosed on November 10, 2025, December 15, 2025, February 18, 2026 and March 2, 2026 (the latter being called "Material Fact - Signing of agreement subject to approvals for potential transaction with GPT"), hereby informs its shareholders and the market in general that A-AG Topco, Limited ("GPT") sent a formal letter to the Company, on this date, informing that the proposal business combination with the Company ("Transaction") has expired

As disclosed in the Material Fact - Signing of agreement subject to approvals for potential transaction with GPT, the execution of the Merger of Shares Agreement ("Agreement") by GPT was subject to the satisfaction, by 6:00 p.m. (Brasília time) on March 2, 2026, of the following conditions:

- (i) approval, by the Board of Directors of the company, of the draft Agreement; and
- (ii) the execution of a voting commitment between GPT, on the one hand, and Trígono, its respective funds that invest in Kepler Weber, and its CIO, Mr. Werner Roger ("Trígono"), on the other hand (the "Voting Commitment"), for Trígono to vote in favor of the Transaction and other related resolutions at the Extraordinary Shareholders' Meeting of Kepler Weber.

As disclosed in the Material Fact – Signing of agreement subject to approvals for potential transaction with GPT, the condition set out in item (i) above was duly fulfilled by the Board of directors. However, given that Trígono and GPT did not reach an agreement on the Voting Commitment and that the Voting Commitment was not executed within the stipulated deadline, the condition set out in item (ii) for the execution of the Agreement was not satisfied, which led the Transaction offer to be lapsed.

The Company's Board of Directors emphasizes that it adopted all measures within its reach to make the Transaction viable, including, without limitation: (i) hiring financial and legal advisors to assist in the analysis of the legal and financial aspects of the Transaction; (ii) conducting several rounds of negotiations with GPT, through its advisors; (iii) hiring a fairness opinion to evaluate the exchange relationships offered in the context of the Transaction; (iv) detailed analysis of the proposed terms and approval of the signing of the draft Agreement at an extraordinary meeting held on March 1, 2026

Accordingly, as a result of GPT's withdrawal of its offer, the Transaction will not proceed, and any resolutions taken and/or acts performed in connection with the intended Transaction are without effect.

The Company presents strong economic, financial and operational resilience even in the face of a more adverse industry cycle, supported by a consistent track record of management discipline,



governance and strategic execution. Kepler Weber will maintain a rigorous and continuous focus on the implementation of its KW 2030 strategic plan, with guidelines clearly oriented towards sustainable growth, operational efficiency and innovation, which has contributed to the consolidation and strengthening of its leadership position in the Brazilian market.

This strategic direction, combined with proven execution capability, ensures Kepler Weber's alignment with the sector's strategic opportunities and supports a vision for the future grounded in business continuity, qualified expansion and consistent long-term value creation for all of its shareholders.

São Paulo, March 3rd, 2026.

**Kepler Weber S/A**

Renato Arroyo Barbeiro  
Chief Financial and Investor Relations Officer