



**KEPLER WEBER S/A**  
CNPJ: 91.983.056/0001-69  
Publicly Held Company

## **MATERIAL FACT**

**São Paulo, November 10, 2025 – Kepler Weber S/A (B3: KEPL3)** (“Company”), the parent company of the Kepler Weber Group and a leader in grain storage equipment and post-harvest solutions in Latin America, in accordance with Article 157, §1, item “e” of Law No. 6,404 of December 15, 1976 (“Brazilian Corporation Law”), and CVM Resolution No. 44/21, (i) in addition to the material fact disclosed by the Company on November 4, 2025 (“Material Fact – November 4”), which addressed a non-binding proposal submitted by A-AG Holdco, Limited, acting as Grain & Protein Technologies (“GPT”) for a potential business combination between the Company and GPT (“Potential Transaction”); and (ii) in view of the ongoing news reports regarding the transaction disclosed in the Material Fact dated November 4, 2025, as well as the continued market speculation about its financial terms, hereby clarifies the following:

The indicative price to be offered in the Potential Transaction was set at BRL 11.00 per share of the Company (“Indicative Price”), which represents a premium of 48.3% to the 60-day volume-weighted average price (VWAP) of the Company's shares as of the last trading day prior to the day on which the exclusivity was granted by the Company, on October 16, 2025.

In addition, until the 90<sup>th</sup> day following execution of definitive documents in connection with the Potential Transaction (the “Signing Date”), the Company would be permitted to pay dividends to its shareholders in accordance with its past practices and dividend policy currently in force (up to 47.5% of yearly net profits), and this shall not affect the Indicative Price. Between the 91<sup>st</sup> day following the Signing Date until the earlier of (i) the closing of the Potential Transaction and (ii) 180 days following the Signing Date, the Indicative Price would be decreased by any such dividends, but increased by the CDI rate.

Standard confirmatory due diligence and negotiation of the definitive documents for the Potential Transaction are underway and as of the date hereof, no binding agreement has been executed in connection with the Potential Transaction, other than the aforementioned exclusivity undertakings.

The Company will keep its shareholders and the market informed of any relevant developments.

**KEPLER WEBER S/A**  
Renato Arroyo Barbeiro  
Chief Financial and Investor Relations Officer