



CNPJ/MF: 27.093.558/0001-15

NIRE: 33.3.00289.74-7

Publicly Held Company

Material Fact

A **Mills Locação, Serviços e Logística S.A** (the “Company” or “Mills”) hereby informs its shareholders and the market in general that, on this date, the controlling shareholders of Mills entered into an agreement obligating themselves to transfer their entire stake in the Company, corresponding to 50.3% of the share capital, to Loxam SAS, a French company operating in the machinery and equipment rental segment.

Founded in 1967, Loxam is the largest equipment rental company in Europe, with net revenue of €2.5 billion in 2025, approximately 11,600 employees, and a network of approximately 1,130 branches in more than 28 countries across 4 continents. Operating primarily in the construction, infrastructure, industry, energy, events, and services sectors, Loxam has been present in Brazil since 2015 through Loxam do Brasil and A Geradora.

Under the terms of such agreement, Loxam has committed to acquiring the shares comprising the controlling block of the Company at a price of R\$ 16.00 (sixteen reais) per share - representing a 22% premium over Mills’ share closing price on May 22, 2026 -, to be adjusted from the 31st day counted from the present date until the effective closing of the transaction, by 70% (seventy percent) of the CDI rate. The full price will be paid in cash at closing.

Mills’ founding family has always dreamed of perpetuating its legacy in the Company by bringing it closer to relevant global players. This vision found in the Loxam Group a strong alignment of values with Mills, combined with an interest in growing in Brazil, making this opportunity a complementary, exciting next step with great potential for value creation for all stakeholders of both companies.

Under the terms of the agreement, the closing of the purchase and sale is subject to the fulfillment of customary conditions precedent for transactions of this nature, including the receipt of approval from the Administrative Council for Economic Defense – CADE.





Once the transaction is implemented, Loxam will be required, pursuant to Article 254-A of Law No. 6,404/76, CVM Resolution No. 215/24, the Novo Mercado Regulation, Mills' bylaws, and the agreement, to conduct a public tender offer for the acquisition of all remaining shares issued by the Company, at the same price per share paid to the controlling shareholders, adjusted by the SELIC rate from the date of closing of the transfer of control until the settlement date of the offer, pursuant to CVM Resolution No. 215/24, ensuring equal treatment to all other shareholders.

In the context of the transaction, the Company and the sellers were advised by Lazard, Trindade Sociedade de Advogados, and Lefosse Advogados, and Loxam was advised by Euro Latina Finance, Spinelli Advogados and Demarest Advogados.

The Company will keep its shareholders and the market in general duly informed regarding the matters addressed in this Material Fact.

May 25, 2026.

Renata Silva Vaz

Chief Financial Officer and
Investor Relations Officer

