

natura &co

NATURA &CO HOLDING S.A.

Publicly Traded Company

CNPJ/MF No. 32.785.497/0001-97

MATERIAL FACT

SHARE BUYBACK PROGRAM

Natura &Co Holding S.A. (B3: NTCO3) (“Company”) informs its shareholders and the market in general that its Board of Directors, at a meeting held on this date, approved a new share buyback program for the common shares issued by the Company (“Share Buyback Program”), which shall have the following characteristics:

Purpose

The purpose of the Share Buyback Program is to maximize the creation of value for the Company’s shareholders through an efficient management of its capital structure, by means of the acquisition of common shares of its own issuance, which may be held in treasury, used for bonuses purposes or subsequently sold in the market, canceled, without any capital stock reduction, in accordance with the first paragraph of the article 30, of the Corporations Law and the rules set forth in the CVM’s Rule 80 and also can be used for purposes of backing the exercise of the incentives granted in accordance with the restricted shares and stock option programs of the Company.

Floating Shares

At this moment, the Company has 852,227,147 outstanding, common, registered, book-entry shares with no par value, issued by the Company (“Floating Shares”) and 298,573 treasury shares.

Number of shares to be purchased

The Company may, at its sole discretion and under the terms of the Buyback Program, purchase up to 52,631,578 common, registered, book-entry shares with no par value, issued by the Company, corresponding to up to 3.8% of the total shares issued by the Company and up to 6.2% of the Floating Shares.

Price and form of Purchase

The purchase transactions will be carried out at B3 – Brasil, Bolsa, Balcão (“B3”), at market prices, and the Company’s management shall decide the moment and number of shares to be purchased, whether in a single transaction or in a series of transactions, subject to the limits set forth in the applicable regulations.

Duration of the Share Buyback Program

The maximum term for purchases is of twelve (12) months, beginning on March 17, 2025 and ending on March 17, 2026 (including).

Financial Institutions

The purchase of Company's shares will be intermediated by Itaú Corretora de Valores S.A, enrolled in the National Register of Legal Entities of the Ministry of Economy (CNPJ/ME) under No. 61.194.353/0001-64. The Company shall retain other financial institutions to act as intermediaries for the purchase of Company's shares, in which case the Company will make the corresponding disclosure to the market, in accordance with the applicable regulation.

Available funds

The transactions performed in the scope of the Share Buyback Program will be supported by the global amount of capital reserves. The Company possesses capital reserves on sufficient amount to carry out the Share Buyback Program.

Verification of available funds

The continued existence of funds available to back the purchase of the Company's own shares must be verified based on the more recent annual, interim or quarterly financial statements disclosed by the Company before the actual transfer, to the Company, of the ownership of the shares issued by the Company

Projected results of the fiscal year

The use of projected sums will not be admitted for the ongoing fiscal year's result to back the transactions held in the scope of the Share Buyback Program.

Verification of the Executive Officers

The Board of Officers may only implement the purchase if it took all necessary measures to ensure that: (a) the settlement of each transaction on the maturity date is compatible with the Company's financial status, not affecting the performance of the obligations assumed before creditors or the payment of the mandatory dividend; and (b) in case the existence of funds available based on interim financial statements or reflected on the quarterly information reports (ITR) is verified, there are no predictable facts capable of causing material changes to the amount of such funds during the rest of the fiscal year.

Treasury shares

As per the applicable legislation, treasury shares have no property or political rights. In accordance with second paragraph of article 11 of CVM Rule 77, treasury shares are not considered for the calculation of quorums to open the meetings and discuss matters, set forth in the Corporations Act and in the securities market.

Bonus Shares, Reverse Share Split and Share Split

If any bonus shares, reverse share split or share split involving Company's shares is approved, the number of shares held in treasury will be changed so as to correct the numeric expression of the volume of the Company's own shares held by it, without leading to a change in the balance of the balance sheet account that backed the purchase.

Sale or Cancellation of the Surplus Shares

The shares purchased, as per the Share Buyback Program may, to the Board of Directors' discretion, be allocated to the occasional exercise incentives granted in accordance with the of the restricted shares programs and call options programs in the context of the Company's incentive plans. The Company shall also cancel or sell the treasury shares exceeding the balance of available profit and reserves within six (6) months counted from the disclosure of the annual or interim financial statements or quarterly financial statements in which the surplus is assessed.

Disposal or cancellation of exceeding shares

The shares acquired under the terms of the Share Buyback Program may, at the discretion of the Board of Directors, be used for the eventual exercise of incentives granted in accordance with the restricted share programs and stock options under the Company's incentive plans. The Company shall also cancel or dispose of the shares held in treasury that exceed the balance of profits and available reserves, within six (6) months from the disclosure of the annual and interim financial statements or quarterly financial information in which the excess is determined.

Additional Information

The Company will keep its shareholders and the market informed about the progress of the Share Buyback Program through the disclosure of a Notice to the Market or Material Fact on the websites of CVM (www.cvm.gov.br), B3 (www.b3.com.br) and the Company (<https://ri.naturaeco.com/pt-br/>).

The conditions of the Share Buyback Program are set forth in Exhibit I to this Material Fact and in the minutes of the meeting of the Company's Board of Directors hereof, for the purpose of disclosing the information indicated in Exhibit G of CVM Resolution 80. The Executive Board shall establish the opportunity and quantity of shares to be acquired in compliance with the limits and terms of validity established in the Share Buyback Program and in the applicable regulations.

São Paulo, March 17, 2025

NATURA &CO HOLDING S.A.

GUILHERME CASTELLAN
Chief Financial and Investor Relations Officer

Annex I to the Material Fact of Natura &Co Holding S.A. disclosed on March 17, 2025

Annex G of CVM Resolution 80 (trading of shares issued by the company)

Natura &Co Holding S.A. ("Company"), in compliance with the provisions of CVM Resolution 80, presents below the information set forth in Exhibit G regarding the trading of shares issued by the Company.

I – Justify in detail the objective and the expected economic effects of the operation;

The purpose of the Share Buyback Program is to maximize the generation of value for the Company's shareholders through an efficient management of its capital structure, through the acquisition of common shares issued by the Company, to be held in treasury, bonus or subsequent sale in the market, cancellation, without reduction of the Company's capital stock, in compliance with the provisions of paragraph 1 of article 30 of Law No. 6,404, of December 15, 1976 and the rules set forth in CVM Resolution 80, and may also comply with the exercise of incentives granted in accordance with the Company's restricted stock and stock option programs.

II – Inform the number of shares (i) in circulation and (ii) already held in treasury;

According to the last available shareholding position, the Company has 852,227,147 common registered, book-entry common shares with no par value, issued by the Company in circulation ("Outstanding Shares") and treasury shares.

III – To inform the number of shares that may be acquired or sold;

The Company may, at its sole discretion and under the terms of the Share Buyback Program, acquire up to 52,631,578 common registered, book-entry common shares with no par value, issued by the Company, corresponding to up to 3.8% of the total shares issued by the Company and up to 6.2% of the Outstanding Shares.

IV – Describe the main characteristics of the derivative instruments that the company may use, if any;

Not applicable, given that the Company will not use derivative instruments under the Share Buyback Program.

V – Describe, if any, any agreements or voting guidelines existing between the Company and the counterparty of the operations:

Not applicable, as the buybacks will be carried out at B3 S.A. – Brasil, Bolsa, Balcão ("B3"), and there is no knowledge of who will be the counterparties in the operations.

VI – In the event of operations carried out outside organized securities markets, inform:

a. The maximum (minimum) price at which the shares will be acquired (disposed of); and

Not applicable, as the acquisition operations will be carried out at B3, at market prices.

b. If applicable, the reasons that justify carrying out the operation at prices more than 10% (ten percent) higher, in the case of sale, than the average quotation, weighted by volume, in the 10 (ten) previous trading sessions;

Not applicable, as the acquisition operations will be carried out at B3, at market price.

VII – To inform, if any, the impacts that the negotiation will have on the composition of the shareholding control or the administrative structure of the company;

The Share Buyback Program will not impact the composition of the Company's shareholding control or administrative structure.

VIII – Inform the counterparties, if known, and, in the case of a party related to the company, as defined by the accounting rules that deal with this matter, also provide the information required by article 9 of CVM Resolution No. 81, of March 29, 2022;

Considering that the share buyback will occur through operations carried out at B3, there is no way to identify counterparties or operations carried out with related parties.

IX – To indicate the destination of the funds earned, if applicable;

Not applicable, given that it is a buyback operation of shares issued by the Company.

X – Indicate the maximum period for the settlement of authorized operations;

The maximum period for purchases and acquisitions is 12 months, starting on March 17, 2025 and ending on March 17, 2026 (inclusive).

XI – To identify institutions that will act as intermediaries, if any;

The acquisition of the Company's shares will be intermediated by Itaú Corretora de Valores S.A., registered with the CNPJ/ME under No. 61.194.353/0001-64. The Company may hire other financial institutions to act as intermediaries for the share acquisition operations, in which case the Company will make the corresponding disclosure to the market, under the terms of the applicable regulations.

XII – Specify the available resources to be used, pursuant to article 8, paragraph 1, of CVM Resolution 77, of March 29, 2022;

Operations carried out under the Share Buyback Programme will be supported by the total amount of capital reserves. The Company has a capital reserve in an amount sufficient to carry out the Share Buyback Program.

The continued existence of resources available to back the acquisition of its own shares shall be verified based on the most recent annual, intermediate or quarterly financial statements disclosed by the Company prior to the effective transfer to the Company of the ownership of the shares issued by the Company.

XIII – To specify the reasons why the members of the Board of Directors feel comfortable that the share buyback will not affect the fulfillment of the obligations assumed with creditors or the payment of mandatory, fixed or minimum dividends;

The Company's Board of Directors understands that the execution of the Buyback Program is compatible with the Company's financial situation. In addition, as informed in item XII above, the operations carried out under the Share Buyback Program will be supported by the total amount of the Company's capital reserves. Therefore, the Company's Board of Directors understands that the share buyback will not affect the fulfillment of obligations assumed with creditors, nor the payment of mandatory dividends.