



MINERVA S.A.

Publicly-held Company

Corporate Taxpayer's ID (CNPJ) No. 67.620.377/0001-14

Company Registry (NIRE) 35.300.344.022 | CVM Code No. 02093-1

MATERIAL FACT

Minerva S.A. ("Minerva" or "Company"), leader in South America in the export of fresh beef, in compliance with the provisions of paragraph 4 of article 157 of Law No. 6,404, of December 15th, 1976, as amended ("Brazilian Corporate Law"), and the regulations of the Brazilian Securities and Exchange Commission ("CVM"), in particular CVM Resolution No. 44, of August 23rd, 2021, hereby informs the shareholders and the market in general of the following.

At a meeting held on this date, among other matters, the Company's Board of Directors approved a proposal to increase the Company's share capital, with the attribution of subscription bonuses as an additional advantage to the subscribers of the shares subject to the Capital Increase ("Subscription Bonuses") ("Capital Increase"), to be deliberated at an Extraordinary Shareholders' Meeting to be held, on first call, on April 29th, 2025 ("EGM").

Under the terms proposed by management, the Capital Increase will amount to up to R\$ 2,000,000,003.32 (two billion, three reais and thirty-two cents), with the private subscription of up to 386,847,196 (three hundred and eighty-six million, eight hundred and forty-seven thousand, one hundred and ninety-six) new ordinary, nominative, book-entry shares with no par value, at an issue price of R\$ 5.17 (five reais and seventeen cents) per share, to be paid up in national currency, with partial approval being allowed, provided that new shares are subscribed, corresponding to a minimum increase of R\$ 1,000,000,000.00 (one billion reais) ("Minimum Subscription").

The issuance price of the shares was set under the terms of article 170, paragraph 1, item III, of the Brazilian Corporate Law, equivalent to the weighted average of the closing price of the Company's common shares on the B3 S.A. – Brasil, Bolsa, Balcão ("B3"), in the 60 (sixty) trading sessions preceding April 7, 2025, without any premium or discount.



Pursuant to Article 171 of the Brazilian Corporate Law, and subject to the procedures to be detailed in a notice to be duly disclosed by the Company, shareholders will have preemptive rights to subscribe for the new shares to be issued in the Capital Increase, in proportion to their holdings in the Company's capital at the close of trading on the day the EGM approving the Capital Increase is held.

As shareholders will have pre-emptive rights to subscribe for new ordinary, registered, book-entry shares with no par value, if they exercise all of their pre-emptive rights, there will be no dilution of shareholders. The preemptive right to subscribe for the shares that are the subject of the Capital Increase may be freely assigned to third parties, under the terms of article 171, paragraph 6 of the Brazilian Corporate Law.

Once the period for exercising pre-emptive rights has expired, if there are any unsubscribed shares, a subscription procedure and apportionment of leftovers with up to three (3) rounds may be carried out. It should be noted that the period for subscribing for leftovers will be opened by the management, even if the Minimum Subscription is verified at the end of the period for exercising pre-emptive rights. If the Minimum Subscription is reached, the Board of Directors will have the possibility to homologate the partially subscribed Capital Increase after, at least, one round of subscription of leftovers.

Due to the possibility of homologation of the partially subscribed Capital Increase, when signing the subscription forms, the subscribers may condition their investment decision on the final conditions of the Capital Increase, as explained in a notice to shareholders to be published in due course.

It should be noted that the current shareholders Salic International Investment Company and VDQ Holdings S.A. have made a commitment to the Company to subscribe and pay up ordinary, registered shares with no par value, in order to at least reach the Minimum Subscription.

As stated above, to the subscribers of new shares will be granted Subscription Bonus issued by the Company, issued in a single series, observing the ratio of one (1) Subscription Bonus for each two (2) shares subscribed in the ambit of the Capital Increase. If the number of shares subscribed in the Capital Increased is not a multiple of two (2), the number of Subscription Bonus to be granted to the subscriber will be round up. In other words, if an odd number of shares is subscribed, the respective



number of Subscription Bonus will be round up, in a way the subscriber receives a whole number of Subscription Bonuses, respecting the abovementioned ratio.

Therefore, without prejudice to the abovementioned adjustments referring to a round up, if applicable, there will be up to 193,423,598 (one hundred and ninety-three million, four hundred and twenty-three thousand and five hundred and ninety-eight) Subscription Bonus issued.

The Subscription Bonuses will be issued without value, since they will be attributed as an additional advantage to the subscribers of the shares. Each Subscription Bonus will entitle its holder to subscribe for one (1) ordinary share.

The exercise price of each Subscription Bonus, which corresponds to the issue price per share, will be R\$ 5.17 (five reais and seventeen cents) ("Exercise Price"). The Subscription Bonuses will be in book-entry form and will be automatically issued when the shares are issued upon approval of the Capital Increase by the EGM.

The Subscription Bonus will be valid for a period of 3 (three) years from the date of issue ("Bonus Expiration"). After the Bonus Expiration date, Subscription Bonuses that are not exercised will automatically lose their effectiveness without the need for any additional formalities and will be extinguished by right.

Once duly issued, the Company will apply to B3 for the appropriate registration of the Subscription Bonuses for trading. If the registration of the Subscription Bonuses for trading on the stock exchange is approved, the Company will disclose the date of commencement of trading in due course. In the period between the issue of the Subscription Bonuses and their admission to trading, the Subscription Bonuses may only be traded privately, directly with Itaú Corretora, under the terms of the applicable legislation, without the possibility of trading on the regulated securities markets.

The subscription of the shares resulting from the exercise of each Subscription Bonus will take place at the time of exercise of the right and the payment of the shares then subscribed will take place in national currency and in cash at the time of subscription, in compliance with the rules and procedures of Itaú Corretora and the Central Depositary of B3, as the case may be.



The documents convening the EGM, including management's proposal, are available for consultation on the websites of the CVM (<https://www.gov.br/cvm>), B3 (<https://www.b3.com.br>) and the Company (<https://ri.minervafoods.com/>), as well as at the Company's registered office. Additional information on the Capital Increase and the procedures to be followed by shareholders will be disclosed in due course to the Company's shareholders and to the market in general.

Barretos/SP, April 7, 2025

Edison Ticle de Andrade Melo e Souza Filho

Chief Financial and Investor Relations Officer