



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, in continuity to the Material Facts disclosed on August 28th, 2023, August 9th, 2024, September 25th, 2024 and October 8th, 2024, hereby informs the shareholders and the market in general of the following.

Pursuant the management proposal released on the date hereof, the Board of Directors approved the submission of a proposal to the Company's Annual and Extraordinary Shareholders' Meeting to be held, on first call, on April 30th, 2025 ("Shareholders Meeting"), according to article 256 of the Brazilian Corporate Law, in order to ratify the acquisition of Fortunceres S.A. ("Fortunceres") and Frigorífico Patagônia S.A. ("Patagônia") by the Company, within the scope of the operation to acquire certain assets of Marfrig Global Foods S.A. ("Marfrig"), as carried out under the terms of the "*Share Purchase Agreement and Other Covenants*", signed between the Company and Marfrig on August 28, 2023 ("Agreement" and, respectively, "Operation - South America").

The Company also informs that it has hired a specialized company to prepare the appraisal reports necessary for the verifications required by article 256 of the Brazilian Corporate Law, so that, once the studies and appraisals in this regard were completed, it was verified that, under the terms of article 256, paragraph 2, of the Brazilian Corporate Law, the ratification of the Operation – South America will give rise to a right of withdrawal for the dissenting shareholders of this resolution at the Meeting, whether by dissent, abstention or non-attendance.

Under the terms of article 48 of the Company's Bylaws, the amount of the reimbursement of the dissenting shareholders' shares will be determined by dividing the value of the Company's net equity, as calculated in the last individual financial



statements approved at the General Meeting, by the total number of shares issued by the Company, disregarding treasury shares.

In addition, the Company ratifies the understanding that, regardless of the amount to be paid as reimbursement to dissenting shareholders, it will not use the option provided for in article 137, paragraph 3, of the Brazilian Corporate Law, so that the ratification of the South America Transaction will not be subject to subsequent review or ratification.

The Company will inform the market in due course of the procedures and deadlines for exercising the right to withdraw, by publishing a notice to shareholders to this effect.

Finally, the Company points out that the documents convening the Meeting, with the information required by the applicable regulations, are available for consultation on the websites of the CVM (<https://www.gov.br/cvm>), B3 S.A. - Brasil, Bolsa, Balcão (<https://www.b3.com.br>) and the Company (<https://ri.minervafoods.com/>), as well as at the Company's registered office.

Barretos/SP, March 31, 2025

Edison Ticle de Andrade Melo e Souza Filho

Chief Financial and Investor Relations Officer