



MINERVA S.A.

Publicly-Held Company

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

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

MATERIAL FACT

Minerva S.A. ("Company"), leading beef exporter in South America, in compliance with paragraph 4 of article 157 of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporate Law"), and with the regulations issued by the Brazilian Securities and Exchange Commission ("CVM"), in particular CVM Resolution No. 44, of August 23, 2021, as amended, hereby informs its shareholders and the market in general as follows:

At a meeting held on this date, the Company's Board of Directors approved a proposal to be submitted to the Company's extraordinary general shareholders' meeting for the reduction of the Company's capital stock, in the total amount of R\$ 577,295,043.52 (five hundred seventy-seven million, two hundred ninety-five thousand, forty-three reais and fifty-two centavos), for the purpose of absorbing the accumulated losses set forth in the Company's financial statements for the fiscal year ended December 31, 2024, pursuant to article 173 of the Brazilian Corporate Law ("Capital Reduction").

In this regard, it is important to note that the Capital Reduction will be implemented without the cancellation of shares, so that the capital stock of the Company will remain divided into 994,489,382 (nine hundred ninety-four million, four hundred eighty-nine thousand, three hundred eighty-two) common, registered, book-entry shares with no par value.

If the Board of Directors' proposal for the Capital Reduction is approved by the Company's shareholders, the amount of the Company's capital stock will change from the current R\$ 3,680,640,435.69 (three billion, six hundred eighty million, six hundred forty thousand, four hundred thirty-five reais and sixty-nine centavos) to R\$ 3,103,345,392.17 (three billion, one hundred three million, three hundred forty-five thousand, three hundred ninety-two reais and seventeen centavos), with no return of funds to shareholders, and with immediate effect, without the need to observe the creditors' opposition period provided for in article 174 of the Brazilian Corporate Law.

The minutes of the board of directors' meeting, the management proposal, and the other documents related to the Capital Reduction are available for consultation on the websites of the CVM (<https://www.gov.br/cvm>), B3 (<https://www.b3.com.br>) and the Company's Investor Relations website (<https://ri.minervafoods.com/>).



Finally, the Company reaffirms its commitment to keep shareholders and the market duly informed about the progress of this and any other matter of market interest.

Barretos/SP, August 6th, 2025.

Edison Ticle de Andrade Melo e Souza Filho

Chief Financial and Investor Relations Officer