



**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 15<sup>th</sup>, 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 23<sup>rd</sup>, 2021, hereby informs that, as approved by its Board of Directors in the meeting held on March 19, 2025, it will submit to the Company's Ordinary and Extraordinary Shareholders' Meeting to be held, on first call, on April 30<sup>th</sup>, 2025 ("Shareholders' Meeting"), a proposal to create the Second Stock Option Matching Plan ("2<sup>nd</sup> Matching Plan").

The proposal to create the 2<sup>nd</sup> Matching Plan is part of the context of updating and improving the Company's remuneration strategy, optimizing the alternatives available for the composition of the incentive structure of managers, employees, collaborators, service providers or other occupants of strategic positions in the Company.

The 2<sup>nd</sup> Matching Plan follows the model proposed for the Stock Option Plan, as approved by the Company's Extraordinary and Ordinary Shareholders' Meeting held on April 25<sup>th</sup>, 2022, offering potential eligible beneficiaries the option of voluntarily joining the 2<sup>nd</sup> Matching Plan and respective programs, following the model for granting stock options.

Finally, it should be noted that the 2<sup>nd</sup> Matching Plan sets a limit on the number of options to be granted, equivalent to 5% (five percent) of the total number of shares issued by the Company, on a fully diluted basis, considering the dilution resulting from the issue of the Matching shares, under the terms of the 2<sup>nd</sup> Matching Plan.

The full text of the 2<sup>nd</sup> Matching Plan, made available in the respective documents convening the Shareholders' Meeting, is 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