



MINERVA S.A.

Publicly-Held Company

CNPJ No. 67.620.377/0001-14

NIRE 35.300.344.022 – CVM No. 02093-1

MATERIAL FACT

Minerva S.A. ("**Minerva**" or the "**Company**"), a leading exporter of beef in South America, in compliance with the provisions of paragraph 4 of Article 157 of Law No. 6,404, of December 15, 1976, as amended ("**Brazilian Corporation Law**"), and the regulations issued by the Brazilian Securities and Exchange Commission ("**CVM**"), in particular CVM Resolution No. 44, of August 23, 2021, as amended, further to the Material Fact disclosed on February 11, 2025 ("**MF 02.11.2025**"), hereby informs its shareholders and the market in general that, on this date, its subsidiary Athn Foods Holdings S.A. ("**Athn Foods**") and Allana Magellan S.L. ("**Allana**") entered into an agreement providing for the sale, by Athn Foods to Allana, of all shares issued by Establecimientos Colonia S.A. ("**Establecimientos Colonia**") for the total amount of USD 48 million (the "**Agreement**").

Establecimientos Colonia is a Uruguayan company that Athn Foods agree to acquire from a subsidiary of Marfrig Global Foods S.A., as part of Athn Foods' asset acquisition transaction in Uruguay ("**Uruguay Transaction**") which is currently subject to the approval of the Uruguayan antitrust authority (*Comisión de Promoción y Defensa de la Competencia – COPRODEC*).

As clarified in the MF 02.11.2025, in light of the previous position taken by (*COPRODEC*), the structure of the Uruguay Transaction, as submitted to COPRODEC, came to encompass the acquisition by Athn Foods of the San José and Salto plants, subject, however, to the immediately resale of the plant located in Colonia to Allana.

The Company clarifies that the closing of the transaction referred to herein is subject to the satisfaction of certain conditions precedent, including the approval of the Uruguay Transaction by COPRODEC.

Finally, the Company reiterates its commitment to keep its shareholders and the market duly informed of any material developments regarding the matters addressed herein, particularly with respect to the progress of the Uruguay Transaction.

Barretos, June 13, 2025.

Minerva S.A.

Edison Ticle de Andrade Melo e Souza Filho
Chief Financial and Investor Relations Officer