

MOTIVA INFRAESTRUTURA DE MOBILIDADE S.A.
CNPJ No. 02.846.056/0001-97
NIRE No. 35.300.158.334

MATERIAL FACT

MOTIVA INFRAESTRUTURA DE MOBILIDADE S.A. (“Motiva” or the “Company”) (B3: MOTV3; Bloomberg: MOTV3 BZ; Reuters: MOTV3.SA) hereby informs its shareholders and the market in general that, on this date, the Joint Committee of Competitive Process No. 04/2025, conducted by the National Land Transport Agency – ANTT (“ANTT”), declared the Company the winner of the bidding process for the acquisition of 100% of the shares of Autopista Fernão Dias S.A. (“Autopista Fernão Dias”), the current concessionaire of Highway BR-381/MG/SP.

Motiva emerged as the winner by submitting the most competitive proposal, offering the highest discount on the basic toll rate, at 17.05%, and by paying the price in accordance with the criteria established in Competitive Process Notice No. 4/2025 (“Public Tender Notice”).

The completion of the competitive process, including the transfer of control, the execution of the Purchase and Sale Agreement, and the Addendum for modernization to the Concession Agreement of Autopista Fernão Dias, is subject to compliance with certain conditions and obligations set forth in the Public Tender Notice.

Upon signing the Addendum, the Concession term will be extended by fifteen (15) years, ensuring continuity and quality in the provision of public services on Highway BR-381/MG/SP, under the conditions agreed upon with the Federal Court of Accounts (“TCU”), in accordance with Plenary Decision – TCU No. 1369/2025.

This achievement marks the consolidation of another stage of Motiva’s strategic plan. The acquisition of a premium asset in a strategic geography reinforces the Company’s commitment to rigorous capital allocation criteria and sustainable value creation for shareholders. By entering Minas Gerais, Motiva expands its presence into a new region, strengthening the scale of its toll roads platform and increasing its competitiveness.

São Paulo/SP, December 11, 2025.

MOTIVA INFRAESTRUTURA DE MOBILIDADE S.A.
Waldo Perez
Vice President of Finance and Investor Relations Officer