

## **PROTOCOL AND JUSTIFICATION FOR THE MERGER OF DEXCO REVESTIMENTOS CERÂMICOS S.A. INTO DEXCO S.A.**

DEXCO S.A., a listed company, enrolled before the tax authorities under CNPJ/MF No. 97.837.181/0001-47, with its articles of incorporation duly filed with the São Paulo State Board of Trade ("Junta Comercial do Estado de São Paulo" - "JUCESP") under NIRE 35.300.154.410, with registered offices in the City and State of São Paulo at Avenida Paulista, 1938, 5<sup>th</sup> floor, District of Consolação, Postal Code 01310-942 (hereinafter, "Dexco" or "Merging Company"), represented herein pursuant to its Bylaws;

DEXCO REVESTIMENTOS CERÂMICOS S.A., a non-listed company, enrolled before the tax authorities under CNPJ/MF No. 86.530.318/0001-08, with its articles of incorporation duly filed with the Santa Catarina State Board of Trade ("Junta Comercial do Estado de Santa Catarina" - "JUCESC") under NIRE 42.300.003.646, with registered offices in the Municipality of Criciúma, State of Santa Catarina, at Rodovia BR 101, 2585, KM 392, Part I, Vila São Domingos, Postal Code 88812-600 (hereinafter "DXRC" or "Merged Company"), represented herein pursuant to its Bylaws;

The Merging Company and Merged Company being jointly referred to hereinafter as the "Parties".

Hereby execute, in the format and for the purposes of Articles 1.116, 1.117 and 1.122 of Law No. 10.406/02 as amended ("Brazilian Civil Law Code"), and Articles 224, 225, 227 and 232 of Law No. 6.404/76 as amended ("Corporations Law"), the **PROTOCOL AND JUSTIFICATION FOR THE MERGER OF DEXCO REVESTIMENTOS CERÂMICOS S.A. INTO DEXCO S.A.** ("Protocol"), as follows:

### **1. PURPOSE**

1.1. Purpose. Unifying the assets of the Merging Company and the Merged Company into a single legal structure is convenient to enable improved performance arising from the concentration of assets, effort and capital, together with simplification of the corporate and management structure to allow for reduced operating costs, with potential efficiencies and benefits for every stakeholder, including the Parties and their shareholders.

1.2. Merger. In this respect, the merger of the Merged Company into the Merging Company stands as an appropriate mechanism to meet the objectives named in foregoing item 1.1.

1.3. Recommended approval. Given the foregoing objectives, the Parties' officers recommend approval in full of the proposed merger, as provided in the present Protocol.

## 2. EQUITY ELEMENTS, VALUATION CRITERIA AND AS-OF DATE OF THE OPERATION

2.1. Corporate approvals. The merger of **DXRC** into **DEXCO**, with the reversal of the net assets of the Merged Company into the Merging Company shall be submitted to the Shareholders of the Societies for resolution at General Meetings to be held on April 01, 2024, pursuant to the Law, based on the balance sheet of **DXRC** drawn as of Jan/31/2024.

2.2. Net assets valuation. Pursuant to the contents of Article 8, and Paragraphs, and Article 226 of the Corporations Law, the Parties appoint to serve as valuator of the net assets of **DXRC** to be merged into **DEXCO** specialized firm PricewaterhouseCoopers Auditores Independentes, with registered offices at Avenida Brigadeiro Faria Lima, 3732, 16<sup>th</sup> floor, parts 1-6, Itaim Bibi, City and State of São Paulo, enrolled before the tax authorities under CNPJ No. 61.562.112/0001-20 and registered before the Regional Board of Accounting ("Conselho Regional de Contabilidade" – CRC/SP) under No. 2SP000160/O-5 ("Valuator"). Appointment of the Valuator shall be ratified by the relevant corporate bodies of the Merging Company and the Merged Company pursuant to Article 227, Paragraph 1, of the Corporations Law.

2.2.1. Valuation criteria. The applicable criteria for the purposes of the valuation of the Merged Company's net assets to be merged shall be the book value of the assets, rights and obligations recognized in the Merged Company's balance sheet as of Jan/31/2024 ("As-Of Date"), exclusively for the purposes of the Merged Company's merger.

2.3. Valuation report. The results found by the Valuation Firm have been entered into the Merged Company's valuation report dated March 6, 2024, prepared for this specific purpose, pursuant to the applicable standards ("Valuation Report"). The Valuation Report shall be submitted to the resolution of the Parties' relevant corporate bodies pursuant to Article 227, Paragraphs 2 and 3, of the Corporations Law.

2.3.1. Value of net assets. The total value of **DXRC's** net assets as determined by the Valuator is one billion, six hundred and eighty six million, six hundred and forty-nine thousand, seven hundred and eighty-nine Brazilian Reais and thirty-five centavos (R\$ 1,686,649,789.35) on the As-Of Date, comprehending the entirety of the assets, rights and obligations recognized in the balance sheet drawn for the As-Of Date.

2.4. Merger execution. Merger of the entirety of the net assets of **DXRC**, if approved, shall take place at the book value of **DXRC's** existing assets, rights and obligations recognized on the As-Of Date, provided appropriate treatment of equity changes, pursuant to item 3 hereof.

2.5. Succession. **DEXCO**, as recipient of the entirety of the net assets, shall succeed **DXRC** in connection with every right and obligation associated with the

assets received, answering as well for all of DXRC's obligations, be they effective or potential, arising from actions taken or facts had until the date of the merger, pursuant to the contents of Article 227 of the Corporations Law.

### 3. EQUITY CHANGES SUBSEQUENT TO THE AS-OF DATE

3.1. Equity changes. Any equity changes associated with the Merged Company's net assets and taking place after the As-Of Date shall be fully allocated to the Merging Company, which shall accept all ex-post facts or insufficiencies, be they assets or liabilities, recognizing them as appropriate in its own accounting and tax ledgers. The date of merger execution shall be the date in which the merger gains the approval of the relevant corporate bodies of both Parties, pursuant to the execution of the corresponding corporate acts.

### 4. EFFECTS OF THE OPERATION ON THE EQUITY OF THE PARTIES AND THEIR SHAREHOLDERS

4.1. Equity capital of DXRC. At the time of the execution of the present Protocol, the equity capital of **DXRC**, fully subscribed and paid in, is one billion, two hundred and ninety-four million, sixteen thousand, six hundred and thirty Brazilian Reais and eleven centavos (R\$ 1,294,016,630.11), divided into one hundred and eight thousand and seventy-one (108,071) common, nominative shares with no face value.

4.2. Equity capital of DEXCO. At the time of the execution of the present Protocol, the equity capital of **DEXCO**, fully subscribed and paid in, is three billion, three hundred and seventy million, one hundred and eighty thousand six hundred and twenty-six Brazilian Reais and eighty centavos (R\$ 3,370,188,626.80), divided into eight hundred and twenty million, five hundred and sixty-six thousand, two hundred and forty-six (820,566,246) common, nominative shares with no face value.

4.3. Title over the shares of DXRC. **DEXCO** holds, on the present date, and shall hold, on the date of the merger, title over the entirety of the shares of **DXRC**. Thus, once the merger has been approved and executed, the entirety of **DXRC's** net assets shall be merged into **DEXCO**, so that the investment that **DEXCO** holds in **DXRC** shall be cancelled and replaced by the net assets merged into its equity as a result of the operation.

4.4. Non-impact on the equity capital of DEXCO and non-dilution of DEXCO's shareholders. Given the contents of 4.3 hereof, the merger of **DXRC** into **DEXCO**: (i) shall have no effects on the equity capital of **DEXCO**, which shall undergo no changes as a result of the merger; (ii) **DEXCO** shall issue no new shares; and (iii) **DEXCO's** shareholders shall experience no dilution, with no rate of exchange to apply to or be considered in the merger.

4.5. Termination of the Merged Company. With the approval of the merger and, thus, the merger of the Merged Company's net assets into the Merging Company,

the Merged Company shall be declared terminated, pursuant to Article 227 and its Paragraph 3 of the Corporations Law.

4.5.1. Development of the activities of the Merging Company's establishments. Upon completion of the merger, the activities of the Merged Company's current establishments (head office and branches) will be carried out in the following existing and active establishments of the Merging Company's Company, without a solution of continuity, or will be discontinued, as indicated below:

- (i) The activities of the Merged Company's head office, located in the city of Criciúma, state of Santa Catarina, at Rodovia BR 101, nº 2585, KM 392, Parte I, Vila São Domingos, CEP 88812-600, registered with the CNPJ under nº 86.530. 318/0001-08 and registered with JUCESC under NIRE 42.300.003.646, will now be carried out by the Merging Company's branch located at the same address, registered with CNPJ under 97.837.181/0052-97 and registered with JUCESC under NIRE 42.902.130.999.
- (ii) The activities of the Merged Company's subsidiary, located in the municipality of Urussanga, state of Santa Catarina, at Rodovia Genesio Mazon SC 445 Km 19, s/n, São Pedro, CEP 88840-000, registered with the CNPJ under 86.530. 318/0004-42 and registered with JUCESC under NIRE 42.900.613.437, will now be carried out by the Merging Company's branch located at the same address, registered with CNPJ under 97.837.181/0054-59 and registered with JUCESC under NIRE 42.902.131.014.
- (iii) The activities of the Merged Company's subsidiary, located in the city of São Paulo, state of São Paulo, at Avenida Brasil, nº 607, Anexo - Parte, Jardim América, CEP 01431-000, registered with the CNPJ under nº 86.530. 318/0005-23 and registered with JUCESP under NIRE 35.920.070.361, will now be carried out by the Incorporator's branch located at the same address, registered with CNPJ under 97.837.181/0057-00 and registered with JUCESP under NIRE 35.906.692.848.
- (iv) The activities of the Merged Company's subsidiary, located in the municipality of Urussanga, state of Santa Catarina, at Rodovia SC 108, s/n, Km 353, Lote - Parte, Estação, CEP 88840-000, registered with the CNPJ under No. 86.530. 318/0007-95 and registered with JUCESC under NIRE 42.901.306.694, will now be carried out by the Merging Company's branch located at the same address, registered with CNPJ under 97.837.181/0055-30 and registered with JUCESC under NIRE 42.902.131.031.
- (v) The activities of the Merged Company's subsidiary, located in the city of Criciúma, state of Santa Catarina, at Rodovia Luiz Rosso, nº 9.997, parte, Quarta Linha, CEP 88812-351, registered with the CNPJ under nº 86.530.318/0008-76 and registered with JUCESC under NIRE 42.901.306.708, will now be carried out by the Merging Company's branch located at the same address, registered with CNPJ under

- 97.837.181/0056-10 and registered with JUCESC under NIRE 42.902.131.049.
- (vi) The activities of the Merged Company's subsidiary, located in the city of Criciúma, state of Santa Catarina, at Rodovia BR 101, nº 2.585, parte, Vila São Domingos, CEP 88812-600, registered with the CNPJ under nº 86.530. 318/0009-57 and registered with JUCESC under NIRE 42.901.306.716, will now be carried out by the Merging Company's branch located at the same address, registered with CNPJ under 97.837.181/0053-78 and registered with JUCESC under NIRE 42.902.131.006.
  - (vii) The activities of the Merged Company's subsidiary, located in the municipality of Botucatu, state of São Paulo, at Estrada Eduardo Zuccari, nº 21.500, Lote Fazenda Santa Luzia, Distrito Industrial I, CEP 18606-899, registered with the CNPJ under number 86.530. 318/0011-71 and registered with the JUCESP under NIRE 35.920.128.776, will now be carried out by the Merging Company's branch located at the same address, registered with the CNPJ under 97.837.181/0058-82 and registered with the JUCESP under NIRE 35.906.692.856.
  - (viii) The activities of the Merged Company's subsidiary, located in the city of São Paulo, state of São Paulo, at Avenida Flor de Vila Formosa, 458, Anexo - Parte, Vila Formosa, CEP 03366-010, registered with the CNPJ under 86.530.318/0006-04 and registered with the JUCESP under NIRE 35.920.070.379, will be discontinued upon the merger becoming effective.

4.5.2 Absence of new Merging Company branches. The merger will not imply the creation of new branches of the Merging Company, considering that the activities carried out will be absorbed and will be carried out, without a solution of continuity, by existing and active branches of the Merging Company or will be discontinued, as the case may be, under the terms of item 4.5.1.

4.5.3 Write-off of the Merged Company's establishments. All of the Merged Company's establishments will be extinguished and must be written off upon completion of the merger.

4.6. Subrogation. Upon termination of **DXRC**, **DEXCO** shall be subrogated in all rights, obligations, contract positions, assets, liabilities, goods and rights of any kind of **DXRC**, and begin performing all of the activities that **DXRC** performs, automatically, pursuant to the contents of Article 227 and its Paragraph 3 of the Corporations Law. Certified registration of the corporate acts of merger shall be sufficient for the registration before public authorities of the Merged Company's succession by the Merging Company as a result of the merger in all of the former's assets, rights, obligations and contract positions, pursuant to the contents of Article 234 of the Corporations Law.

4.7. Right of regress. The merger shall only confer right of regress to the shareholders of **DXRC**, which right shall not be exercised in this case because the sole shareholder of **DXRC** is **DEXCO**, into which the Merged Company shall be

merged. The shareholders of **DEXCO** shall not have right of regress arising from the merger because this right only accrues to the shareholders of the Merged Company entity, pursuant to the contents of Article 136, item IV, and Article 137 of the Corporations Law.

4.8. Merger implementation. The Parties' managers shall take any and all steps required to implement the merger hereunder, including filing and publication of the corporate acts associated with the merger, provided the contents of Article 227, Paragraphs 2 and 3, and Article 232 of the Corporations Law.

## 5. RESPONSABILITIES AND SAFEKEEPING

5.1. Responsibilities. The Merging Company shall receive the net assets of the Merged Company as universal successor thereto, answering for the rights and obligations therein as if they were its own, including effective and contingent assets and liabilities arising from acts taken or facts had until the date of approval of the merger and the respective merger of the net assets of the Merged Company into the Merging Company, pursuant to the contents of Article 227 of the Corporations Law.

5.2. Safekeeping of documents. It shall be the Merging Company's responsibility to safekeep the documents associated with the Merged Company's net assets for the duration of the required and applicable periods. The Merging Company shall endeavor to promptly provide such documents, in the original or as certified copies, whenever so requested by public authorities or bodies.

## 6. CORPORATE APPROVALS

6.1. Corporate approvals. The herein proposed merger shall be subject to the opinion and resolution of the following corporate bodies of the Parties, pursuant to the contents of Article 227, Paragraphs 1, 2 and 3, of the Corporations Law:

- (i) Favorable opinion of the Audit and Risk Management Committee regarding appointment of the Valuator.
- (ii) Favorable opinion of the Merging Company's Fiscal Council.
- (iii) Favorable opinion of the Merging Company's Board of Directors, recommending approval of the Merger and calling to convene the Merging Company's Extraordinary General Meeting da Merging Company to examine and resolve on the Merger.
- (iv) Resolution of the Merging Company's Extraordinary General Meeting to: (a) approve the present Protocol and execute the merger, with the merger of the Merged Company's net assets into the Merging Company's equity, as provided for hereunder; (b) ratify the appointment of the Valuator to value the net assets of the Merged Company to be merged into the Merging Company; (c) approve the Valuation Report; and (d) authorize the managers of the Merging Company to carry out all actions needed to implement the merger.
- (v) Resolution of the Merged Company's Extraordinary General Meeting to: (a) approve the present Protocol and execute the merger, with the merger of the Merged Company's net assets into the Merging Company's equity and the resulting

termination of the Merged Company, as provided for hereunder; (b) ratify the appointment of the Valuator to value the net assets of the Merged Company to be merged into the Merging Company; (c) approve the Valuation Report; and (d) authorize the managers of the Merging Company to carry out all actions needed to implement the merger.

In witness whereof, the Parties have caused the present instrument to be signed in one (1) digital copy.

City and State of São Paulo, March 07, 2024.

**Francisco Augusto Semeraro Neto**  
Finance, Investor Relations and ESG Officer