

ORIZON VALORIZAÇÃO DE RESÍDUOS S.A.

(Publicly Held Company)

CNPJ No. 11.421.994/0001-36 | NIRE 35.300.592.328

MATERIAL FACT

ORIZON VALORIZAÇÃO DE RESÍDUOS S.A. ("**Company**"), pursuant to article 157, paragraph 4, of Law No. 6,404, dated December 15, 1976 (the "**Brazilian Corporation Law**"), and of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) ("**CVM**") Resolution No. 44, dated August 23, 2021, hereby informs its shareholders and the market in general that, on this date, it has filed with the CVM a request for registration of a primary public offering of initially 5,705,395 common, registered, book-entry shares with no par value to be issued by the Company, all free and clear of any liens or encumbrances ("**Shares**"), to (1) professional investors (*investidores profissionais*) (as defined in Resolution No. 30, dated May 11, 2021, as amended, issued by the CVM in Brazil, (2) certain persons reasonably believed to be qualified institutional buyers (as defined in Rule 144A ("**Rule 144A**"), under the United States Securities Act of 1933, as amended (the "**Securities Act**") in the United States, and (3) institutional and other investors outside the United States and Brazil that are not U.S. persons (as defined in Regulation S under the Securities Act) pursuant to exemptions from, or in transactions not subject to, registration under the Securities Act.

The initially offered number of Shares may be increased due to the potential placement of Additional Shares (as defined below), under the automatic registration procedure for public offerings, pursuant to Article 26, item II, sub-item (a), of CVM Resolution No. 160, dated July 13, 2022 ("**CVM Resolution 160**" and the "**Offering**", respectively). The corresponding Offering Notice to the Market has also been disclosed.

Additionally, pursuant to Article 77 of the Brazilian Corporation Law, initially, 5,705,395 subscription warrants (*bônus de subscrição*) ("**Subscription Warrants**") shall be granted free of charge as an additional benefit to subscribers of the new Shares. The number of Subscription Warrants initially granted and delivered may be increased due to the potential placement of Additional Subscription Warrants (as defined below). For each 1 (one) Share subscribed under the Offering, the subscribing investor shall receive 1 (one) Subscription Warrant.

Up to and including the completion date of the bookbuilding process, the number of Shares and Subscription Warrants initially offered may, at the Company's discretion and in agreement with the lead placement agent, be increased by up to 130,94% of the total number of Shares initially offered, *i.e.*, up to 7,470,587 additional common shares to be issued by the Company and, consequently, up to 7,470,587 additional Subscription Warrants, under the same terms and conditions and at the same price per Share and Subscription Warrant as initially offered (the "**Additional Shares**" and "**Additional Subscription Warrants**", respectively), which will be allocated to meet any excess demand identified upon the determination of the price per share.

In order to issue the offered securities, the Company must effect an increase in our authorized capital stock. The approval of the increase authorized capital stock will not be obtained until after the settlement date of this offering. Until this approval is obtained, the Shares (including the Additional Shares) will be represented by subscription receipts (*recibos de subscrição*). Subscription receipts are

not transferable and shall be automatically converted into one common share within 10 (ten) days following approval of the authorized capital stock.

The pricing of the Offering is expected to occur on May 9th, 2025.

THE OFFERING OF THE SHARES AND SUBSCRIPTION WARRANTS HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, OR ANY OTHER U.S. FEDERAL AND STATE SECURITIES LAWS, AND THE SHARES AND SUBSCRIPTION WARRANTS MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES OR TO U.S. INVESTORS, UNLESS PURSUANT TO A REGISTRATION STATEMENT OR IN TRANSACTIONS EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

The Company's existing shareholders shall not have a preemptive right (*direito de preferência*) to subscribe for any of the Shares of the Offering (including the Additional Shares), pursuant to article 172, item I, of the Brazilian Corporate Law, and article 6, §1 of the Company's bylaws. Pursuant to CVM Resolution 160 and to ensure the participation of existing shareholders in the Offering, a priority right will be given to existing shareholders of the Company to subscribe for up to all of the Shares (including the Additional Shares, if applicable) and Subscription Warrants (and the Additional Subscription Warrants, if applicable) to be placed by the Company through the Offering *pro rata* to their shareholdings in the Company's capital (the "**Priority Offering**"). Therefore, all of the Shares (including Additional Shares, if applicable) and Subscription Warrants (and the Additional Subscription Warrants, if applicable) to be offered by the Company in the Offering will be offered to existing shareholders first pursuant to the Priority Offering and existing shareholders may exercise their rights from (and including) May 2nd, 2025 up to (and including) May 8th, 2025.

THE PRIORITY OFFERING, WHICH WILL BE MADE IN BRAZIL CONCURRENTLY WITH THE OFFERING, HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR ANY OTHER U.S. FEDERAL OR STATE SECURITIES LAWS. ACCORDINGLY, THE PRIORITY OFFERING IS ONLY AVAILABLE TO INVESTORS IN THE UNITED STATES OR TO U.S. PERSONS IN RELIANCE ON EXEMPTIONS FROM REGISTRATION PROVIDED UNDER THE SECURITIES ACT.

On April 29, 2025, an "*Anchor Investment Agreement and Other Provisions*" was entered into between the Company and Circular Holding S.A., enrolled with the Brazilian Taxpayer Registry (CNPJ) under No. 59.533.180/0001-10 ("**Anchor Investor**" and "**Anchor Investment Agreement**", respectively). The Anchor Investor is an investment vehicle owned by the current controlling shareholders of the Company, holding approximately 19.4% of the share capital, and by and by a private equity fund established in accordance with the laws of Brazil ("**Investor FIP**"), managed by **EB Capital Gestão de Recursos Ltda.**, a limited liability company enrolled with the CNPJ under No. 28.620.199/0001-70 ("**EB Capital**"), holding approximately 80.6% of the share capital.

Pursuant to the Anchor Investment Agreement, the Investor FIP, through the Anchor Investor, undertook to subscribe for and pay in shares in the context of the Offering, in the total amount of R\$275,000,039.00 ("**Investment**"). The Anchor Investment Agreement is subject to customary conditions precedent and other specific conditions related to the Offering. For more information on

the terms and conditions of the Anchor Investment Agreement please refer to item 2 of the Portuguese-language *fato relevante*.

This material fact notice is disclosed for informative purpose only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares and the Subscription Warrants, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

If you would like to receive a free translation of the full Portuguese-language *fato relevante* and be able to certify that you are a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act) to the reasonable satisfaction of the Company, please contact the Company's Investors Relations Office at: ri@orizonvr.com.br.

The Company will keep its shareholders and the market in general informed about the progress of the Offering through the disclosure of Notices to the Market or Material Facts on the following web pages: CVM (<https://www.gov.br/cvm/pt-br>), B3 (www.b3.com.br) and Company (<https://ri.orizonvr.com.br/>).

São Paulo, April 29, 2025.

ORIZON VALORIZAÇÃO DE RESÍDUOS S.A.

Leonardo Roberto Pereira dos Santos

Chief Financial Officer and Investor Relation Officer