



**MATERIAL FACT - SYN PROP & TECH S.A.**  
**CNPJ/ME No. 08.801.621/0001-86**  
**NIRE 35.300.341.88**

**SYN PROP E TECH S.A.** (B3: SYNE3) ("Company"), pursuant to article 157, paragraph 4th, of Brazilian Law No. 6,404/76, dated as of December 15, 1976, as amended ("Brazilian Corporate Law"), and CVM Resolution No. 44, dated as of August 24, 2021, and further to the notice of material fact disclosed on July 17, 2025, hereby informs its shareholders, investors and the market in general that, Yesterday, September 16, 2025, the legal period of 60 (sixty) days for creditors to oppose to the reduction of the Company's share capital in the amount of BRL 330,000,000.00 (three hundred and thirty million reais), corresponding to BRL 2.1618867296481000 per share issued by the Company, without the cancellation of shares, , as it was considered excessive, has ended, pursuant to art. 173 of the Brazilian Corporate Law, as approved at the Company's extraordinary general meeting held on July 17, 2025 ("Capital Reduction").

Given that no creditors have opposed to the Capital Reduction, the Company informs that the Capital Reduction has become effective and that the minutes of the Company's extraordinary general meeting that approved the Capital Reduction have been sent for registration within the São Paulo's Board of Trade.

As a result, shareholders holding shares issued by the Company on the date of **September 17, 2025** ("Cut-off Date") will be entitled to receive the capital refund. Accordingly, the shares issued by the Company will be traded ex-rights of the Capital Reduction as of **September 18, 2025**.

The Company's shareholders on the Cut-off Date will be entitled to receive the amount of BRL 2.1618867296481000 per share, and payment will be made on **September 30, 2025**.

## 1. Receipt of Capital Reduction

Shareholders with shares held in custody by the financial institution responsible for bookkeeping the shares issued by the Company, Banco Bradesco S.A. ("Bookkeeper") that already have their bank addresses registered with it, will have their capital refund automatically credited.

Shareholders who do not have their bank addresses registered with the Bookkeeper must contact one of its agencies to update their registration, upon presentation of their CPF/MF, ID and proof of residence, if the shareholder is an individual, or by-laws/articles of incorporation and proof of representation, if the shareholder is a legal entity. If the shareholder registration is incomplete or outdated, the capital refund will only be made after the regularization.

Shareholders with shares deposited at B3 will have their capital refunds paid through their depository institutions.

## 2. Tax Treatment of Capital Reduction

### a) Investor Resident in Brazil

Capital gains by individuals and legal entities resident in Brazil as a result of the Capital Reduction may be subject to taxation Brazil, in accordance with the legal and regulatory rules applicable to each category of investor, and these investors must take responsibility for any tax payments.

### b) Investors Non-Resident in Brazil

In accordance with applicable legislation, the Company will withhold Income Tax ("IRRF") on the capital gain calculated in the Capital Reduction by non-resident investors, in order to the amount due for the capital reduction be remitted to non-resident investors in Brazil net of IRRF ("Tax on Capital Gains"). The Tax on Capital Gains will correspond to the positive difference between (i) the amount of the capital refund as a result of the Capital Reduction and (ii) the related acquisition cost of the shares issued by the Company held by the shareholder in Brazilian Reais ("Capital Gain"). The applicable tax rates may vary depending on the investment regime (portfolio investment pursuant to Joint Resolution BACEN/CVM No. 13/24 or direct investment) and the jurisdiction of the Non-Resident Investor ("NRI") (i.e., whether the NRI is resident or domiciled in a favorable tax jurisdiction – "FTJ", as defined under applicable law), as follows: (a) 15% for NRIs investing in Brazil pursuant to Joint Resolution BACEN/CVM No. 13/24; (b) progressive rates ranging from 15% to 22.5% for NRIs investing pursuant to Joint Resolution BACEN/CVM No. 13/24 and domiciled in an FTJ, or for NRIs investing through direct investment and not residing in an FTJ; or (c) 25% if the NRI invests through direct investment and is domiciled in an FTJ.

The Company, as the responsible entity for the payment of the IRRF on the Capital Gain, will use the information provided to it by the non-resident shareholders as at the Cut-Off Date ("Non-Resident Shareholders"), or by their custody agents ("Custody Agents"), to calculate the Tax on Capital Gains, and such Non-Resident Shareholders and/or Custody Agents, as the case may be, will be responsible for the veracity of such information. Accordingly, Non-Resident Shareholders shall receive the capital refund resulting from the Capital Reduction net of any IRRF withholding amounts.

**The Non-Resident Shareholders or the Custody Agents shall inform the Company of the data of the Non-Resident Shareholders, including the average acquisition cost of**

the Company's shares, in the form of the correspondence template that constitutes the Annex I to this Material Fact, by 6:00 p.m. on September 23, 2025 (BRT) ("Deadline"), to the e-mail: [ri@syn.com.br](mailto:ri@syn.com.br) together with the idoneous documentation demonstrating the veracity of the information included in the communication.

The Company, under the terms of the legislation and regulations of the Brazilian Federal Revenue Service, will: (i) consider the acquisition cost equal to zero for Non-Resident Shareholders who do not provide their average acquisition cost of the Company's shares within the Deadline, in order to the amount received in the capital reduction be entirely deemed as capital gain; and (ii) apply the rate of 25% (twenty-five percent) to the gains of Non-Resident Shareholders whose Custody Agents fail to inform, under the terms of Annex I, their country or place of residence or tax domicile or the applicable investment regime.

The Company shall not be liable to the Non-Resident Shareholders or to the Custody Agents for any subsequent adjustment or refund of the amount paid in excess of that provided for. In any case, any charge that may be received by the Company as a result of insufficient payment of IRRF, including as a result of inconsistency in the information sent, will fall exclusively on the Non-Resident Shareholder and its legal representative in Brazil.

The above guidelines and deadlines also apply to all Non-Resident Shareholders who invest under the terms of Law No. 4,131, of September 3, 1962 ("Law No. 4,131 of 1962"), noting that, for these, the information and the Annex I must be submitted by the Non-Resident Shareholder himself, since under this investment qualification governed by Law No. 4,131 of 1962 there is no hiring of Custody Agents.

For further information, please contact the Investor Relations area at [ri@syn.com.br](mailto:ri@syn.com.br)

Finally, the Company reiterates its commitment to keep shareholders and the market in general informed about any other relevant matter.

São Paulo, September 17, 2025

**HECTOR BRUNO FRANCO DE CARVALHO LEITÃO**  
Chief Financial and Investors Relations Officer

ANNEX I

[Place], [date].

SYN PROP E TECH S.A.  
Attn.: Hector Bruno Franco de Carvalho Leitão  
E-mail: [ri@syn.com.br](mailto:ri@syn.com.br)

Ref.: Capital Reduction -  
Submission of average  
acquisition cost of Non-Resident  
Shareholders

Dear Sir,

[FULL NAME OF THE SHAREHOLDER OR CUSTODIAN AGENT], hereby represented by [NAME AND TITLE OF LEGAL REPRESENTATIVE(S)], in compliance with the notice to material fact published by SYN PROP E TECH S.A. ("Company"), on September 17, 2025, regarding the event of reduction of its share capital, without cancellation of shares, through refund in local currency ("Capital Reduction"), hereby:

a) presents the list of shareholders not resident in Brazil for tax purposes as indicated below ("Non-Resident Shareholders"), legally represented, who, on the base date of September 17, 2025 ("Cut-Off Date"), held shares issued by the Company, as well as information regarding the average acquisition cost of the relevant shares for the purposes of calculation, withholding and payment, by the Company, of income tax levied on any capital gains earned on the Capital Reduction, according with the table below:

Name of Shareholder	CPF/CNPJ	Custody Agent	Number of shares on the Cut-Off Date	Average acquisition cost (R\$)	Total acquisition cost (R\$)	Subject to Joint Resolution BACEN/CVM No. 13/24	Tax residency location
						[Yes/No]	[Country]

b) declares that the information presented above reflects the information contained in the appropriate documentation and suitable records presented by the Non-Resident Shareholders, which were checked and are hereby attested by the signatory of this communication and will remain under his/her custody for a period of 5 years, starting on January 1, 2026, for the purpose of proving the information in the event of inspection by the Federal Revenue Service of Brazil or other competent bodies.

In any case, any charge that may be received by the Company as a result of insufficient payment of withholding income tax, including as a result of inconsistencies in the information sent in this communication, will be exclusive to the Non-Resident Shareholder and its legal representative in Brazil.

Sincerely,

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Name: [●]  
position: [●]  
CPF: [●]