

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A.

Publicly-held Company

CNPJ/MF n° 09.229.201/0001-30

NIRE 35.300.350.120

MATERIAL FACT

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A. (“**GPS**” or “**Company**”), pursuant to article 157, paragraph 4, of Law No. 6,404, dated December 15, 1976, as amended (“**Brazilian Corporate Law**”), and the Brazilian Securities Commission (Comissão de Valores Mobiliários) Resolution No. 44, dated August 23, 2021, hereby informs its shareholders and the market in general that, as resolved at the Extraordinary Meetings of the Board of Directors held on August 12, 2025 and October 1, 2025, it was approved the acquisition (“**Acquisition**”), by Trade e Talentos Soluções em Trade e Pessoas S/A. (“**Purchaser**”), a company controlled by GPS, of 100% (one hundred percent) of the equity interest in the following companies: **(i)** Taggpromo Marketing Promocional Ltda., **(ii)** Tagg Trade Marketing Ltda., **(iii)** FFJS Trabalhos Temporários Ltda., and **(iv)** By Trade Marketing Ltda. (jointly referred to as the “**Tagg Group**”).

The Tagg Group offers point-of-sale management services, promotional marketing activation, and strategic support in distribution channels and products or services promotion, operating in the state of São Paulo. It recorded gross revenue of approximately R\$122 million for the twelve-month period (LTM) ended April 30, 2025.

The Share Purchase Agreement related to the Acquisition was entered into today, and the closing of the Acquisition is conditional upon fulfilling the obligations and conditions precedent usual in this type of transaction, including its submission for approval by the Administrative Council for Economic Defense – CADE, as applicable.

Finally, the Company clarifies that, since the Purchaser has carried it out, the Acquisition does not depend on the resolution of the Company’s General Meeting, pursuant to Article 256 of Brazilian Corporate Law.

The Company will inform its shareholders and the market of any relevant developments regarding the matter disclosed herein.

São Paulo, October 2, 2025.

Maria Elsa Alba Bernhoeft
Investor Relations Officer