

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A.

Publicly-held Company

CNPJ/MF nº 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 general market that, as resolved at the Board of Directors meeting held on February 5th, 2025, it was approved the acquisition (“**Acquisition**”), by Top Service Serviços e Sistemas S.A. (“**Purchaser**”), an entity controlled by the Company, of 100% (hundred percent) of the shares issued by RHMED Consultores Associados S.A. (“**RHMED**”).

RHMED offers occupational health, occupational safety and primary health care services, with a strong presence in the states of São Paulo and Rio de Janeiro. It recorded gross revenue of approximately R\$ 138 million in the twelve-month period ended December 31st, 2024.

The Share Purchase Agreement related to the Acquisition was entered into today, and the closing of the Acquisition is conditional on 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 on any relevant developments regarding the matter disclosed herein.

São Paulo, February 20, 2025.

Maria Elsa Alba Bernhoeft
Investor Relations Officer