

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A.

Publicly-held Company
CNPJ/MF nº 09.229.201/0001-30
NIRE 35.300.350.120

MATERIAL FACT**Resignation and Election of a Member of the Statutory Director**

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A. ("**Company**"), in compliance with the provisions of Article 157, Paragraph 4, of Law No. 6,404, of December 15, 1976 ("**Brazilian Corporate Law**"), and of the Resolution of the Brazilian Securities and Exchange Commission ("**CVM**") No. 44, of August 23, 2021, hereby informs its shareholders and the market that the Company's Board of Directors, at a meeting held on May 7, 2026, Mr. **Guilherme Nascimento Robortella** submitted his resignation from his position as Statutory Director of the Company and, in light of such resignation, elected, on the same date, Mr. **Anderson Nunes da Silva** to the position of Statutory Director of the Company, with a unified term to coincide with the end of the term of the other Statutory Directors, expected to occur at the Board of Directors meeting immediately following the Annual General Meeting that will deliberate on the financial statements for the fiscal year ending December 31, 2026.

Mr. Guilherme Nascimento Robortella remains with the Company and will lead the new financial solutions business focused exclusively on the employee's benefits segment. As part of his new scope of activities, the Company has incorporated the holding company GPS Participações Financeiras Ltda., which consolidates the recently acquired companies Vale Presente S.A. and Vale Consignado Ltda.

Mr. Anderson Nunes da Silva has served as Controller of the GPS Group since 2008 and will now take on the financial management, M&A integration, procurement, and labor liability management functions previously held by Mr. Guilherme, promoting alignment and unification of both areas under a single leadership.

To Mr. Anderson and Mr. Guilherme, the Company wishes success in the new challenges.

São Paulo (SP), May 07, 2026.

Maria Elsa Alba Bernhoeft
Investor Relations Officer