



RANONCORP S.A.

CNPJ/MF nº 89.086.144/0011-98

Publicly-held company

**MATERIAL FACT
PRIVATE CAPITAL INCREASE**

RANONCORP S.A. (B3: RAPT3 and RAPT4) ("Company"), in compliance with the provisions of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law") and the regulations of the Brazilian Securities and Exchange Commission ("CVM"), in particular CVM Resolution No. 44, of August 23, 2021, as amended, hereby informs shareholders and the market that, at a meeting of the Board of Directors held on this date, it was approved the increase in the Company's capital stock, within the limit of the authorized capital, through private subscription of new common shares ("Common Shares") and preferred shares ("Preferred Shares" and, together with the Common Shares, "Shares"), all registered, book-entry and without par value to be issued by the Company ("Capital Increase"), under the terms and conditions set out below.

PRIVATE CAPITAL INCREASE

- (a) Capital Increase Amount: At least R\$ 76,175,836.83 ("Minimum Subscription Volume") and at most R\$ 200,000,000.00;
- (b) Number of Shares: A minimum of 7,620,458 Common Shares ("Minimum Number of Common Shares") and a maximum of 9,326,411 Common Shares and a minimum of 2,765,663 Preferred Shares ("Minimum Number of Preferred Shares" and, together with the Minimum Number of Common Shares, the "Minimum Number of Shares") and a maximum of 16,951,643 Preferred Shares will be issued;
- (c) Issue Price: The issue price will be R\$7.14 per Common Share and R\$7.87 per Preferred Share, established pursuant to Article 170, first paragraph, item III of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law"), taking into account the weighted average of the daily price of the shares issued by the Company, at the close of the trading session, on the stock exchange, B3 S.A. – Brasil, Bolsa, Balcão ("B3") in the period of the last 60 trading sessions, applying a discount of 10%, without, therefore, promoting unjustified dilution for the Company's current shareholders, since it reflects the value attributed to the Company by the market;
- (d) Allocation of Resources: The proceeds from the Capital Increase will be used to strengthen the Company's capital structure and equity;

- (e) Subscription Rights and Cut-off Date: Subject to the procedures established by Itaú Corretora de Valores S.A., bookkeeping agent of the shares issued by the Company ("Bookkeeper"), and by B3's Central Depository of Assets ("Central Depository of Assets"), shareholders will have preemptive rights in the proportion of 8.004436%, respecting the classes, considering the position held at the close of B3's trading session on July 18, 2025 ("Cut-off Date");
- (f) Form of Payment: The Shares must be paid in cash, in local currency, at the time of subscription, observing the rules and procedures of the Bookkeeper and the Central Depository of Assets of B3;
- (g) Period for Exercising the Preemptive Right: The period for exercising the preemptive right to subscribe for Shares will begin on July 21, 2025 (inclusive) and end on August 19, 2025 (inclusive) ("Period for Exercising the Preemptive Right");
- (h) Treatment of Leftovers: After the Period of Exercise of the Preemptive Right, if there are still unsubscribed shares, even if the Minimum Number of Shares has already been reached, the Company's shareholders and/or assignees of preemptive rights who have expressly expressed interest in the reservation of surpluses at the time of subscription will be entitled to participate in the apportionment of unsubscribed Shares surpluses. It is noted that the surpluses shall be apportioned proportionally to the number and type of Shares that such shareholders have subscribed in the exercise of their respective preemptive rights. In view of the possibility of partial approval of the Capital Increase as long as the Minimum Number of Shares is reached, at the Company's discretion, the auction of surpluses provided for in article 171, paragraph 7, "b", *in fine*, of the Brazilian Corporation Law, or the cancellation of the surpluses, may be held at the end of the round of apportionment of surpluses, as appropriate;
- (i) Assignment of the Preemptive Right: Subject to the applicable formalities, the preemptive right may be freely assigned, free of charge or for consideration, by the Company's shareholders to third parties, pursuant to Article 171, paragraph 6, of the Brazilian Corporation Law;
- (j) Approval: After the subscription and payment of the Shares in the Capital Increase, a new meeting of the Company's Board of Directors will be called to approve the Capital Increase, within the limit of the authorized capital, and the partial approval of the Capital Increase is hereby allowed, provided that the subscription of the corresponding Shares is verified, at least, the Minimum Number of Shares;
- (k) Rights of Common Shares: The new Common Shares to be issued will give the right to one vote at the Shareholders' Meetings, the right to reimbursement of the capital, without premium, proportionally to the interest in the capital stock in the event of any liquidation of the Company, the right to be included in the public offering for the sale of control, and the right to receive dividends, interest on equity, bonuses and any remuneration of capital that may be declared by the Company, as of the date of partial or total ratification of the Capital Increase.

- (l) Rights of Preferred Shares: The new Preferred Shares to be issued will not have voting rights, but will enjoy all other rights attributed to common shares under equal conditions, including the right of priority in the reimbursement of capital, without premium, proportional to the interest in the capital stock in the event of any liquidation of the Company; and the right to be included in the public offering of sale of control. The new Preferred Shares will be entitled to receive dividends, interest on equity, bonuses and any capital remuneration that may be declared by the Company, as of the date of partial or total ratification of the Capital Increase;
- (m) Additional Information: In accordance with the provisions of article 33, item XXXI, of CVM Resolution No. 80, of March 29, 2022, as amended, detailed information about the Capital Increase will be presented in a Notice to Shareholders disclosed by the Company on this date.

The Company will keep its shareholders and the market in general informed about the Capital Increase, under the terms of the applicable regulations, and any communications to shareholders and the market will be disclosed by means of a notice to the market or material fact on the websites of CVM (www.cvm.gov.br), B3 (www.b3.com.br) and the Company (<https://ri.randoncorp.com/>).

Caxias do Sul, July 15, 2025.

Paulo Prignolato
Investor Relations Officer