

# RANDONCORP

## NOTICE TO THE MARKET

OF THE PUBLIC OFFERING OF SIMPLE DEBENTURES, NOT CONVERTIBLE INTO SHARES, OF THE UNSECURED TYPE, IN TWO (2) SERIES, FOR PUBLIC DISTRIBUTION, UNDER THE RITE OF AUTOMATIC REGISTRATION OF DISTRIBUTION, OF THE 12TH (TWELFTH) ISSUANCE OF

### RANDONCORP S.A.

Publicly-held company category "A" registered as a securities issuer with the CVM under No. 1410-9

CNPJ 89.086.144/0011-98 | NIRE 43.300.032.680

Avenida Abramo Randon, nº 770, 1º andar

CEP 95.055-010 – Caxias do Sul, RS

total amount of

## R\$ 1.100.000.000,00

(um billion and one hundred million reais)

ISIN CODE OF THE FIRST SERIES DEBENTURES: "BRRNDNDBS084"

ISIN CODE OF THE SECOND SERIES DEBENTURES: "BRRNDNDBS092"

Issuance Rating assigned by Standard & Poor's Ratings do Brasil Ltda. on a national scale: brAAA\*

\*This classification was assigned on July 2, 2025, and the characteristics of the debentures are subject to change.

RANDONCORP S.A., registered in the National Registry of Legal Entities of the Ministry of Finance ("CNPJ") under No. 89.086.144/0011-98 ("Issuer"), together with ITAÚ BBA ASSESSORIA FINANCEIRA S.A., enrolled with the CNPJ under No. 04.845.753/0001-59 ("Itaú BBA" or "Lead Coordinator"), BANCO BRADESCO BBI S.A., enrolled with the CNPJ under No. 06.271.464/0073-93 ("Bradesco BBI") and BB-BANCO DE INVESTIMENTO S.A., enrolled with the CNPJ under No. 24.933.830/0001-30 ("BB-BI") and, together with the Lead Coordinator and Bradesco BBI, the "Coordinators"), hereby announces to the public, within the scope of the public offering for the distribution of simple, unsecured, non-convertible debentures, all registered and book-entry, in two (2) series, of the 12th (twelfth) issuance of the Issuer, carried out under the automatic registration of distribution procedure, pursuant to article 26, subparagraph V, item "a", of Resolution No. 160 of the Brazilian Securities and Exchange Commission ("CVM") of July 13, 2022, as amended ("CVM Resolution 160" and "Offering", respectively), that, on this date, the Bookbuilding Procedure was concluded, as conducted by the Coordinators, through the collection of investment intentions, within the scope of the Offering, and the following was defined:

<b>Number of Series:</b>	Two (2) series of Debentures will be issued within the scope of the Issuance.
<b>Number of Debentures:</b>	1,100,000 (one million and one hundred thousand) Debentures, of which (i) 550,000 (five hundred and fifty thousand) corresponds to the First Series Debentures; and (ii) 550,000 (five hundred and fifty thousand) corresponds to the Second Series Debentures.
<b>Total Offer Value:</b>	R\$ 1,100,000,000.00 (one billion and one hundred million reais), on the Issuance Date, being (i) R\$ 550,000,000.00 (five hundred and fifty million reais) corresponding to the First Series Debentures; and (ii) R\$ 550,000,000.00 (five hundred and fifty million reais) corresponding to the Second Series Debentures.
<b>Remuneration of the First Series Debentures:</b>	On the Unit Face Value of the First Series Debentures or on the balance of the Unit Face Value of the First Series Debentures, remunerative interest will be charged corresponding to the accumulated variation of 100% (one hundred percent) of the average daily rates of the DI - Interbank Deposit of one day, "over extra-group", expressed as a percentage per year, based on 252 (two hundred and fifty-two) Business Days, calculated and disclosed daily by B3 ("DI Rate"), plus a surcharge (spread) equivalent to 0.85% (eighty-five hundredths of a percent) per year, based on 252 Business Days.
<b>Remuneration of the Second Series Debentures:</b>	On the Unit Face Value of the Second Series Debentures or on the balance of the Unit Face Value of the Second Series Debentures, remunerative interest corresponding to the accumulated variation of 100% (one hundred percent) of the DI Rate shall be charged, plus a surcharge (spread) equivalent to 1.10% (one integer and ten hundredths percent) per year, based on 252 (two hundred and fifty-two) Business Days.

Except when specifically defined in this "Notice to the Market of the Public Offering of Simple, Non-Convertible Debentures, of the Unsecured Type, in Two (2) Series, for Public Distribution, under the Automatic Registration Rite, of the 12th (Twelfth) Issuance of Randoncorp S.A." ("Notice to the Market"), the terms used herein beginning in capital letters shall have the meaning attributed to them in the "Private Deed of the 12th (Twelfth) Issuance of Simple Debentures, Non-Convertible into Shares, of the Unsecured Type, in Two Series, for Public Distribution, Under the Automatic Registration of Distribution Rite, of Randoncorp S.A.", entered into between the Issuer and Oliveira Trust Distribuidora de Títulos e Valores Mobiliários S.A., registered with the CNPJ under No. 36.113.876/0001-91 on July 2, 2025, as amended from time to time ("Deed of Issue").

CAREFULLY READ THE TERMS AND CONDITIONS OF THE DEED OF ISSUANCE AND THE DEBT SUMMARY, DELIVERED TO PROFESSIONAL INVESTORS, BEFORE MAKING YOUR INVESTMENT DECISION, ESPECIALLY THE "RISK FACTORS" SECTION.

THE DISCLOSURE OF THE PROSPECTUS AND THE OFFERING SHEET FOR THE REALIZATION OF THIS OFFER WAS WAIVED. IN ADDITION, CONSIDERING THAT THE OFFERING IS INTENDED EXCLUSIVELY FOR PROFESSIONAL INVESTORS, PURSUANT TO ARTICLE 26, ITEM V, ITEM "A" OF CVM RESOLUTION 160, THE OFFERING IS SUBJECT TO THE AUTOMATIC REGISTRATION OF DISTRIBUTION PROCEDURE PROVIDED FOR IN CVM RESOLUTION 160 AND, THEREFORE, THE DEBENTURES WILL BE SUBJECT TO RESTRICTIONS ON RESALE, AS INDICATED IN ARTICLE 86, ITEM II, OF CVM RESOLUTION 160.

THE REGISTRATION OF THE OFFERING DOES NOT IMPLY, ON THE PART OF THE CVM, A GUARANTEE OF THE VERACITY OF THE INFORMATION PROVIDED OR A JUDGMENT ON THE QUALITY OF THE ISSUER, AS WELL AS ON THE OFFERING DOCUMENTS AND THE DEBENTURES TO BE DISTRIBUTED.

CONSIDERING THAT THE OFFERING IS SUBJECT TO THE AUTOMATIC REGISTRATION OF DISTRIBUTION PROCEDURE, THE REGISTRATION OF THE OFFERING DOES NOT REQUIRE PRIOR ANALYSIS BY THE CVM AND/OR ANBIMA. IN THIS SENSE, THE DOCUMENTS RELATED TO THE DEBENTURES AND THE OFFERING WERE NOT SUBJECT TO REVIEW BY THE CVM OR ANBIMA, INCLUDING, WITHOUT LIMITATION, ALL THE DOCUMENTS OF THE OFFERING AND THIS NOTICE TO THE MARKET.

THE OFFER IS IRREVOCABLE, BUT MAY BE SUBJECT TO PREVIOUSLY INDICATED CONDITIONS THAT CORRESPOND TO A LEGITIMATE INTEREST OF THE ISSUER AND WHOSE IMPLEMENTATION DOES NOT DEPEND ON THE DIRECT OR INDIRECT ACTION OF THE ISSUER OR PERSONS RELATED TO IT, PURSUANT TO ARTICLE 58, SOLE PARAGRAPH, ITEM II, OF CVM RESOLUTION 160.

PURSUANT TO ARTICLE 59, PARAGRAPH 3, OF CVM RESOLUTION 160, ADDITIONAL INFORMATION ON THE DISTRIBUTION OF THE DEBENTURES AND ON THE OFFERING MAY BE OBTAINED FROM THE ISSUER, THE COORDINATORS AND OTHER INSTITUTIONS PARTICIPATING IN THE DISTRIBUTION CONSORTIUM, OR FROM THE CVM.

THIS NOTICE TO THE MARKET IS FOR INFORMATION PURPOSES ONLY, AND IS NOT AN OFFER FOR THE SALE OF SECURITIES.

The date of this Notice to the Market is July 24, 2025.



Lead Coordinator



Coordinators

