

RANDONCORP S.A.

Listed Company

NOTICE TO THE MARKET

Randoncorp S.A. | B3: RAPT3, RAPT4 ("Company"), hereby informs its shareholders and the market in general, following the information disclosed in the Material Fact dated April 7, 2025, that the transaction provided for in the Investment Agreement ("Investment Agreement") entered into by the Company, *Dramd Participações e Administração Ltda.* ("Dramd"), *KMP Growth Capital Fund II Fundo de Investimento em Participações Multiestratégia* ("KMP Fund 1") and *Patria High Growth KMP Coinvestimento I Fundo de Investimento em Participações* ("KMP Fund 2", together with KMP Fund 1, "KMP"), both funds represented by *Kamaroopin Gestora de Recursos Ltda.*, and, as consenting intervening parties, *Randon Administradora de Consórcios Ltda.* ("Coop-payment Plans Administrator") and *Randon Corretora de Seguros Ltda.* ("Insurance Broker" and, together with Coop-payment Plans Administrator, "Operating Companies"), with KMP becoming an indirect shareholder of the Operating Companies ("Transaction").

In the context of the Transaction, after obtaining approvals from the Administrative Council for Economic Defense ("CADE") and the Central Bank of Brazil ("BCB"), the company named Rands Holding S.A. ("Holding") now holds all interests in the Operating Companies previously held by Randoncorp and received investment from KMP.

The Transaction was concluded today after applying the usual price adjustment for transactions of this nature, through the investment of (i) R\$ 206,000,000.00 (two hundred and six million reais), paid in today, and (ii) R\$ 78,609,514.99 (seventy-eight million, six hundred and nine thousand, five hundred and fourteen reais and ninety-nine cents), to be paid in on the first anniversary of the Closing Date, adjusted by the accumulated positive variation of the CDI (Brazilian interbank deposit rate), calculated *pro rata die* from the Closing Date until the effective payment date. As a result of the Transaction, KMP now holds 18.5% (eighteen point five percent) of Holding's share capital.

Additionally, in the context of the Transaction, KMP shall have the right, but not the obligation, to exercise, at any time until the first anniversary of the Closing Date, an option to subscribe for additional preferred shares, with restricted voting rights, issued by Holding, representing up to 1.5% (one point five percent) of Holding's share capital after KMP's entry ("Subscription Option – 1st Anniversary"), at the price of R\$ 5.96 (five reais and ninety-six cents), the same price per share subscribed and paid in by KMP today, duly adjusted by the accumulated positive variation of the CDI,

calculated *pro rata die* from the Closing Date until the effective payment date, which shall occur on the first anniversary of the Closing Date.

If KMP exercises the Subscription Option – 1st Anniversary, KMP may reach a stake of up to 20% (twenty percent) of Holding's share capital, which may result in a total Transaction value, already considering CDI adjustment, of approximately R\$ 327,000,000.00 (three hundred and twenty-seven million reais).

The partnership with KMP aims to accelerate the growth and scalability of the coop-payment plans and insurance businesses, strengthening the Financial Solutions and Services Vertical and contributing to the Company's strategy of portfolio diversification and resilience.

The Company reaffirms its commitment to keep the market informed about the progress of its strategic initiatives and other relevant acts.

Caxias do Sul (RS), December 19, 2025.

Paulo Prignolato
Investor Relations Officer