

TRISUL S.A.
CNPJ/MF nº. 08.811.643/0001-27
NIRE 35.300.341.627
PUBLICLY HELD COMPANY

MATERIAL FACT

TRISUL S.A. (“Company”), in compliance with applicable laws and regulations, in particular CVM Resolution No. 44, of August 23, 2021, as amended, hereby informs its shareholders and the market in general that, on this date, the Company’s Board of Directors approved the issuance of its 11th (eleventh) series of simple debentures, non-convertible into shares, unsecured, single series, in the total amount of R\$50,000,000.00 (fifty million Brazilian reais), maturing on July 26, 2029, under the terms and conditions set forth below.

The debentures will be subscribed and paid in by Companhia Província de Securitização, a corporation registered with the Brazilian Securities and Exchange Commission (CVM) under code 132, “S1” category, duly authorized to operate as a securitization company pursuant to CVM Resolution No. 60, dated December 23, 2021, under the following terms and conditions:

- (a) Number of Debentures:** 50,000 (fifty thousand) debentures will be issued;
- (b) Par Value per Debenture:** Each debenture will have a par value of R\$1,000.00 (one thousand Brazilian reais) on the issuance date (“Par Value”);
- (c) Issuance Date:** July 21, 2025 (“Issuance Date”);
- (d) Form:** The debentures will be issued in book-entry form, without the issuance of certificates or physical notes;
- (e) Convertibility:** The debentures will not be convertible into shares, pursuant to Article 57 of the Brazilian Corporations Law;
- (f) Term and Maturity Date:** Except in cases of Optional Extraordinary Amortization (as defined below), Optional Early Redemption (as defined below), Optional Early Redemption Offer (as defined below), or Events of Early Maturity (as to be defined in the Indenture), the debentures will mature 1,466 (one thousand, four hundred sixty-six) days from the Issuance Date, thus maturing on July 26, 2029 (“Maturity Date”);
- (g) Subscription and Payment Price and Method:** Provided that all conditions precedent are met, the debentures will be subscribed by the debenture holder on a single date by signing a subscription bulletin and will be registered in the name of the subscriber in the Book of Registered Debentures;
- (h) Payment Price:** The payment price for the debentures will correspond, on the first Payment Date (as defined in the Indenture), to the Par Value. If payment is made in more than one installment, the price for debentures paid after the first Payment Date will be equivalent to the Par Value plus accrued Compensation calculated pro rata temporis from the first Payment Date (inclusive) until the effective payment date (exclusive) (“Payment Price”);

- (i) **Use of Proceeds:** The net proceeds from this issuance will be fully allocated to future real estate expenditures, specifically: (a) the subscription of additional construction potential certificates, issued and/or to be issued by the São Paulo City Hall, to finance certain urban operations linked to the Real Estate Projects (as defined in the Indenture); and/or (b) the payment of costs and expenses related to the construction, renovation, and/or financial acquisition of the Real Estate Projects to be carried out by the Company and/or the Invested SPE (as defined in the Indenture), according to a tentative schedule to be included in Annex I of the Indenture (“Use of Proceeds”);
- (j) **Placement and Distribution Procedure:** The debentures will be privately placed, without intermediation by institutions that are part of the securities distribution system and/or any selling effort to investors, and will not be registered for distribution and trading on a stock exchange or organized over-the-counter market;
- (k) **Monetary Adjustment:** The Par Value or its outstanding balance will not be subject to monetary adjustment;
- (l) **Compensation:** As from the first Payment Date, the debentures will yield interest corresponding to the accumulated variation of 100% (one hundred percent) of the daily average rates of one-day interbank deposits (DI), “over extra group”, expressed on a per annum basis, 252 business days basis (as defined in the Indenture), calculated and disclosed daily by B3 S.A. – Brasil, Bolsa, Balcão, available at www.b3.com.br, plus a spread of 1.35% (one point thirty-five percent) per annum, 252 business days basis, levied on the Par Value or its outstanding balance, as the case may be, and paid at the end of each Capitalization Period (as defined in the Indenture) (“Compensation”);
- (m) **Payment of Compensation:** Without prejudice to payments due to Optional Extraordinary Amortization, Optional Early Redemption, Optional Early Redemption Offer, and/or Event of Early Maturity, as set forth in the Indenture, the Compensation will be paid semiannually as from the Issuance Date, according to the schedule to be described in Annex IV of the Indenture, with the final payment on the Maturity Date (each, a “Compensation Payment Date”);
- (n) **Amortization:** Except for the cases of Optional Extraordinary Amortization, Optional Early Redemption, Optional Early Redemption Offer, and/or Event of Early Maturity, the Par Value or its outstanding balance will be amortized semiannually, starting from the 24th (twenty-fourth) month (inclusive), according to the dates and percentages to be specified in Annex IV of the Indenture, with the final payment due on the Maturity Date (each, an “Amortization Date”);
- (o) **Scheduled Restructuring:** The debentures will not be subject to scheduled restructuring;

- (p) **Optional Acquisition:** The Company may not carry out the optional acquisition of the debentures, pursuant to Article 55, §3, of the Brazilian Corporations Law;
- (q) **Optional Early Redemption Offer:** The Company may, at any time from the Issuance Date, make an optional total early redemption offer for the debentures (“Optional Early Redemption Offer”), by notifying the debenture holder, with a copy to the Fiduciary Agent of the Real Estate Receivables Certificates (CRI), at least 20 (twenty) business days in advance of the scheduled early redemption date, describing the terms and conditions of the Optional Early Redemption Offer;
- (r) **Optional Total Early Redemption:** Subject to specific conditions to be set forth in the Indenture, the Company may, at its sole discretion, from July 28, 2026 (inclusive), redeem at any time all the debentures, with partial redemption being prohibited, by sending notice to the debenture holder, with a copy to the Fiduciary Agent of the CRI, or by publishing a notice to CRI holders, according to the procedure provided for in the Securitization Agreement, at least 10 (ten) business days prior to the scheduled redemption date (“Optional Early Redemption”);
- (s) **Optional Extraordinary Amortization:** The Company may, at its sole discretion, from July 28, 2026 (inclusive), make, on a Compensation Payment Date, an optional extraordinary amortization of the Par Value or its outstanding balance, up to a limit of 98% (ninety-eight percent) of the Par Value, at its sole discretion and regardless of the debenture holder’s consent (“Optional Extraordinary Amortization”), by giving prior notice at least 15 (fifteen) days in advance, as provided in the Indenture;
- (t) **Mandatory Total Early Redemption:** The Company must carry out a mandatory total early redemption of all debentures without any prior consent of the debenture holder if the Company becomes a privately held company, in accordance with applicable law, by notifying the debenture holder, with a copy to the Fiduciary Agent of the CRI, or by publishing a notice to the CRI holders, according to the procedure provided for in the Securitization Agreement, within 10 (ten) business days from the date the Company becomes a privately held company;
- (u) **Early Maturity:** The Indenture will detail the events that may trigger the early maturity of the debentures.

The other characteristics of the debentures will be described in the Indenture.

The Board of Directors has also approved the linkage of the Real Estate Receivables arising from the debentures to the CRI Offer, under the terms and conditions to be set forth in the Securitization Agreement and other documents comprising the Offer, pursuant to CVM Resolution No. 160 and CVM Resolution No. 60, and authorized the Company’s participation in the Offer as debtor of the Real Estate Receivables.

A certified copy of the Board of Directors’ minutes approving the issuance, containing detailed information on the terms and conditions of the offer, is filed at the Company’s headquarters

and available on the CVM's website (www.gov.br/cvm) and the Company's website (<https://ri.trisul-sa.com.br/>).

THE TRISUL OFFER HAS NOT YET BEEN REGISTERED WITH THE CVM. THIS MATERIAL FACT IS FOR INFORMATION PURPOSES ONLY, TO DISCLOSE ITS APPROVAL BY THE COMPANY'S BOARD OF DIRECTORS. THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER, INVITATION, OR SOLICITATION TO SUBSCRIBE FOR THE DEBENTURES IN QUESTION, NOR DOES ANY INFORMATION CONTAINED HEREIN FORM THE BASIS FOR ANY CONTRACT OR COMMITMENT.

The Company will keep the market informed of any developments regarding the matters covered by this material fact.

São Paulo, July 18, 2025.

FERNANDO SALOMÃO
Chief Financial and Investor Relations Officer