

RAÍZEN S.A.

Publicly Held Company – Category A
CNPJ/MF nº 33.453.598/0001-23
NIRE nº 33300298673

RAÍZEN ENERGIA S.A.

Publicly Held Company – Category B
CNPJ/ME nº 08.070.508/0001-78
NIRE nº 35300339169

MATERIAL FACT

Raízen S.A. (B3: RAIZ4) (“Raízen”) and **Raízen Energia S.A. (“RESA”)** and, together with Raízen, the “**Companies**”), in compliance with paragraph 4 of Article 157 of Law No. 6,404/76, as amended (“**Brazilian Corporations Law**”), CVM Resolution No. 44, dated August 23, 2021, and CVM Resolution No. 78, dated March 29, 2022 (“**CVM Resolution 78**”), hereby inform their shareholders and the market in general, through this Material Fact, that on this date the management of Raízen and RESA have entered into the “Spin-Off Protocol and Justification of Raízen S.A., with the Spun-Off Net Assets Transferred to Raízen Energia S.A.” (“**Protocol**”), which sets forth the terms and conditions of the partial spin-off of Raízen, with the spun-off net assets to be transferred to its wholly-owned subsidiary, RESA (“**Transaction**”). The management of Raízen will submit the Transaction for the review and resolution of its shareholders at the Extraordinary General Meeting of Raízen to be held on July 31, 2025, at 8:00 a.m. (“**EGM**”).

Below, in compliance with the provisions of CVM Resolution 78, are the main terms and conditions of the Transaction, which will be submitted for approval at the EGM convened on this date.

1. Identification of the companies involved in the Transaction and a brief description of their activities

Raízen is a publicly held company, registered with the CNPJ/ME under No. 33.453.598/0001-23, with its headquarters at Avenida Afonso Arinos de Melo Franco, No. 222, Room 321, ZIP Code 22631-455, Barra da Tijuca, in the city of Rio de Janeiro, state of Rio de Janeiro. The company is indirectly jointly controlled by Shell PLC (“**Shell**”) and Cosan S.A. (“**Cosan**”) and its main activities are: (i) the distribution and sale of fuels; (ii) the production and sale of automotive and industrial lubricants; (iii) oil refining; (iv) the production, trading, and sale of ethanol, sugar, and bioenergy; (v) the development of electric power generation projects from renewable sources; and (vi) equity interests in other companies.

RESA is a category B publicly held company, registered with the CNPJ/ME under No. 08.070.508/0001-78, with its headquarters at Avenida Brigadeiro Faria Lima, No. 4100, 11th floor, part V, ZIP Code 04538-132, Itaim Bibi, in the city of São Paulo, state of São Paulo. The company and its subsidiaries are mainly engaged in: (i) the production, trading, and sale of sugar, ethanol, and bioenergy; (ii) the cogeneration, trading, and commercialization of energy; (iii) the development of electric power generation projects from renewable sources; and (iv) equity interests in other companies.

2. Description and purpose of the Transaction

Raízen indirectly holds 100% of the shares representing the capital stock of RESA. Therefore, if the Transaction is approved, the spin-off of Raízen will not result in any changes to its capital stock or net equity,

as it will merely represent an accounting substitution of the value of the spun-off net assets with a corresponding adjustment in the value of the equity interest currently held directly by Raízen in RESA. Furthermore, considering that the book value of the spun-off assets will be balanced, there should be no change to RESA's capital stock, nor any issuance of new shares by such company. As a result of the Transaction, all rights and obligations related to the spun-off assets will be transferred to RESA, which will assume them without any interruption in continuity.

The purpose of the Transaction is to optimize capital structure and management by concentrating the equity interests held by the economic group to which the Companies belong in entities located abroad.

3. Main benefits, costs, and risks of the Transaction

The main benefit of the Transaction is the optimization of the Companies' capital structure and management, resulting in administrative and financial efficiency gains, and broadly serving the best interests of the Companies and their shareholders.

The management of the Companies does not foresee any material risks in implementing the Transaction, other than those typically associated with this type of operation.

The Companies estimate that the total costs and expenses for implementing the Transaction — including those related to the publication and registration of corporate acts, as well as fees for the appraiser — will amount to approximately R\$422,000.00 (four hundred and twenty-two thousand reais).

4. Share exchange ratio

In light of the provisions set forth in item 2 above, the Transaction will not result in a capital increase or the issuance of shares by RESA, and therefore, there is no need to establish any share exchange ratio.

5. Criteria for establishing the share exchange ratio

Not applicable.

6. Main assets and liabilities comprising each portion of the equity, in the event of a spin-off

The spun-off portion of Raízen to be transferred to RESA, without capital increase, will consist of assets and liabilities with the following values:

Assets	7,868,642,769.13
Liabilities	7,868,642,769.13
Net Equity	0

7. Whether the Transaction has been or will be submitted for approval to Brazilian or foreign authorities

Not applicable.

8. In transactions involving parent companies, subsidiaries, or companies under common control, the share exchange ratio calculated in accordance with Article 264 of Law No. 6,404/76

Not applicable.

9. Applicability of the withdrawal right and reimbursement amount

Not applicable.

10. Other relevant information

The Transaction will be subject to approval by Raízen's shareholders at the EGM. Detailed instructions for shareholder participation in the EGM are provided in the EGM Manual, available on Raízen's Investor Relations website (<https://ri.raizen.com.br/en/>) on the website of the Brazilian Securities and Exchange Commission (www.cvm.gov.br), on the website of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br), and at Raízen's headquarters.

São Paulo, June 30, 2025.

RAFAEL BERGMAN

Chief Financial and Investor Relations Officer