

**RNI NEGÓCIOS IMOBILIÁRIOS S.A.**

*Publicly-Held Company*

CNPJ/MF No. 67.010.660/0001-24

NIRE 35.300.335.210

**MATERIAL FACT**

**APPROVAL OF PUBLIC TENDER OFFER FOR CONVERSION OF REGISTRATION**

**RNI NEGÓCIOS IMOBILIÁRIOS S.A.** (B3: RDNI3) (“RNI” or the “Company”), pursuant to the provisions of the Brazilian Securities and Exchange Commission (“CVM”) Resolution No. 44, dated as of August 23, 2021, as amended, CVM Resolution No. 85, dated as of March 31, 2022, as amended (“CVM Resolution 85”), and Article 157, Paragraph 4 of Law No. 6,404, dated as of December 15, 1976, as amended (“Brazilian Corporations Law”), and further to the Material Fact disclosed on August 13, 2025, hereby informs its shareholders and the market that, on this date, it was informed by its controlling shareholder, Rodobens Participações S.A. (“Rodobens”), that the CVM has granted registration for the public tender offer for the acquisition of common shares issued by the Company, for the conversion of registration of a publicly-held company with the CVM from securities issuer category “A” to “B”, and the consequent exit from B3 S.A. – Brasil, Bolsa, Balcão’s special listing segment Novo Mercado (“Offer” and “B3”, respectively), pursuant to CVM Official Letter No. 193/2025/CVM/SRE/GER-1 issued by the Securities Registration Superintendence on October 31, 2025 (“Official Letter”), under the terms and conditions set forth in the Offer Notice (“Notice”).

In accordance with Article 14 of CVM Resolution 85, the Company will publish the final version of the Notice within ten (10) days from the date hereof (i.e., by November 12, 2025), on the Company’s website (<https://ri.rni.com.br/>), on the CVM’s website ([www.cvm.gov.br](http://www.cvm.gov.br)), and on B3’s website ([www.b3.com.br](http://www.b3.com.br)).

Additionally, the Company informs that, in accordance with Article 11, items “x” and “xi” of RNI’s Bylaws, it will in due course call an extraordinary general meeting to approve the conversion of the Company’s registration, with the consequent exit from the Novo Mercado segment, subject to the achievement of the success quorum set forth in the Notice..

This Material Fact is exclusively informative and does not constitute an offer to acquire securities.

São José do Rio Preto/SP, October 31, 2025.

**RNI NEGÓCIOS IMOBILIÁRIOS S.A.**

**Gustavo Felix de Moraes**

Chief Executive Officer and Investor Relations Officer