

RNI NEGÓCIOS IMOBILIÁRIOS S.A.

Publicly-held Company

CNPJ/MF No. 67.010.660/0001-24

NIRE 35.300.335.210

MATERIAL FACT

PUBLIC TENDER OFFER FOR CONVERSION OF REGISTRATION

RNI NEGÓCIOS IMOBILIÁRIOS S.A. (B3: RDNI3) (“RNI” or “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 Corporate Law”), hereby informs its shareholders and the market of the following.

I. Request for Registration of Public Tender Offer for Conversion of Registration from Category “A” to “B”

The Company announces that it received today, after market close, a correspondence from its controlling shareholder, **Rodobens Participações S.A.**, a privately held company, with its headquarters in the city of São José do Rio Preto, State of São Paulo, at Avenida Bady Bassitt, No. 4,717, 1st Floor, Vila Imperial, ZIP Code 15015-700, registered with the CNPJ/MF under No. 56.540.776/0001-59 (“Rodobens Participações” or “Offeror”), through which it informed the Company's management that, on this date, it filed a request for registration of a 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”, pursuant to Article 9 and following of CVM Resolution No. 80, dated March 29, 2022, as amended (“Registration Conversion”), and the consequent exit from the special listing segment Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão (“B3” and “Novo Mercado”) pursuant to Article 4, Paragraph 4, of the Brazilian Corporate Law, CVM Resolution 85, and the Novo Mercado Regulation (“Offer”), as the offeror.

The Offer will be aimed at all common shares issued by RNI, except for those held directly or indirectly by Rodobens Participações, by persons related to it, and treasury shares, that is, to fifteen million, three hundred and then thousand, a hundred and seventy six (15.310.176) common shares issued by RNI in circulation, corresponding to approximately 34.36% of the Company's total and voting share capital (the “Object Shares” or, individually and indistinctly, an “Object Share”)

The price attributed by Rodobens Participações for each Object Share will be R\$2.13 (two reais and thirteen cents) per share (“Price per Share”), to be paid in cash and in local currency. The Price per Share was set based on the discount cash flow and exceeds the fair value per share of the Company resulting from the appraisal report of the shares issued by the Company, prepared by **BR Partners Assessoria Financeira Ltda.** (“BR Partners”), pursuant to Paragraph 4 of Article 4

of the Brazilian Corporate Law, as well as Article 9 and Item I of Article 22 of CVM Resolution 85 (“Appraisal Report”), which set the fair value per share of the Company R\$1.14 (one real and fourteen cents) and R\$1.26 (one real and twenty-six cents).

The Offeror also informed that the Appraisal Report considers the Company's business plan adjusted due to the suspension of its real estate launches approved by the Board of Directors on this date and believes that the Public Tender Offer represents a liquidity opportunity for the Company's shareholders, in view of the changes in its business model to be promoted by the Company's management.

The Price per Share may be adjusted: **(i)** by dividends or interest on equity eventually declared by the Company; **(ii)** as a result of the approval of capital reduction, bonuses, reverse split, or stock split of the Company's issued shares, from this date until the closing of the Offer; or **(iii)** according to the forecasts to be timely presented in the Offer notice.

The Appraisal Report was made available simultaneously with the disclosure of this Material Fact on the websites of the CVM, B3, and the Company, including for the purposes of Paragraph 1 of Article 4-A of the Brazilian Corporate Law, and Paragraph 4 of Article 9 and Item I of Article 28 of CVM Resolution 85, with the period described therein commencing on the present date and expiring on August 28, 2025.

The execution, completion, and settlement of the Offer are subject to: **(i)** the acceptance of the Offer and/or the express agreement with the said Registration Conversion by shareholders representing more than 2/3 of the Company's outstanding shares, considering the outstanding shares, for this purpose, only the shares issued by the Company whose holders qualify for the Offer and: (a) accept to sell their shares in the Offer auction; (b) expressly agree with the conversion of registration; or (c) disagree with the conversion of registration, as provided in CVM Resolution 85 (collectively “Minimum Adhesion of the Offer”); **(ii)** the approval of the Offer registration request by the CVM; and **(iii)** the other conditions established in the Offer notice.

Rodobens Participações also communicated that, if the Offer is successful under the conditions expressed above, and the total of outstanding shares after the Offer becomes less than 5% of the share capital, an extraordinary general meeting of the Company's shareholders will be convened in due course to deliberate on the redemption of shares that have not been acquired by Rodobens Participações within the scope of the Offer, pursuant to Article 4, Paragraph 5 of the Brazilian Corporate Law.

Banco Bradesco BBI S.A., a financial institution with its headquarters in the city of São Paulo, state of São Paulo, at Avenida Pres. Juscelino Kubitschek, No. 1,309, 10th floor, registered with the CNPJ/MF under No. 06.271.464/0073-93, will act as the intermediary institution of the Offer, being responsible for the financial settlement, pursuant to Article 8 of CVM Resolution 85. Additionally, Rodobens Participações has engaged BR Partners as a financial advisor and the law firm Cescon, Barriueu, Flesch & Barreto Advogados as legal advisors.

II. Commitments for Adhesion and Sale of Shares in the Offer

Finally, Rodobens Participações informed that the minority shareholders **(i)** 4UM Small Caps Investment Fund – Equity Investment Class – Limited Liability, Junto Participações Investment Fund in Equities – Limited Liability, FCOPEL Investment Fund in Equities – Limited Liability and Morretes II Investment Fund in Equities – Limited Liability, through its manager 4UM Gestão de Recursos Ltda., **(ii)** Tarpon GT Master Investment Fund and Tarpon GT Master Institutional Investment Fund, through its manager TPE Gestora de Recursos Ltda., **(iii)** TP Partners Public Equities Fund, Lp., through its manager Tarpon Gestora de Recursos Ltda., and **(iv)** Portugal Investment Fund in Equities Foreign Investment Limited Liability, through its manager Europa Gestão de Recursos Ltda. (collectively, the “Committers”), holders of eleven million, seven hundred ninety-nine thousand, nine hundred ninety-nine (11,799,999) common shares of the Company, representing 23.37% of the company's share capital, and 78,51% of the Object Shares, have entered into a Private Instrument of Commitment for Adhesion and Sale of Shares in a Public Tender Offer and Other Covenants, through which they committed to sell and Rodobens Participações committed to acquire all the shares issued by the Company held by the Committers, at the Offer auction, for the amount of R\$2.13 (two reais and thirteen cents) per share, identical to the Price per Share, provided the Offer auction occurs by December 31, 2025 (“Tender and Support Agreement”).

Therefore, considering that the Committers committed to sell in the Offer shares exceeding 2/3 of the total of the Object Shares, the performance of the obligations provided for in the Tender and Support Agreement will result in the fulfillment of the Minimum Adhesion condition of the Offering.

The Company will keep its shareholders and the market in general duly informed about any other relevant developments regarding the Offer, including any communications received from Rodobens Participações, respecting the restrictions contained in CVM regulations and applicable legislation. The minutes of the Board of Directors' Meeting held on this date, as well as the Appraisal Report, are available to shareholders at the Company's headquarters, on the Company's website (<https://ri.rni.com.br/>), the CVM's website (www.cvm.gov.br), and B3's website (www.b3.com.br).

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

São José do Rio Preto/SP, August 13th, 2025.

RNI NEGÓCIOS IMOBILIÁRIOS S.A.

Gustavo Felix de Moraes
Chief Executive and Investor Relations Officer