

**GRUPO CASAS BAHIA S.A**  
CNPJ/MF No. 33.041.260/0652-90  
Publicly-Held Company

**MATERIAL FACT**  
**Merger of Globex Administradora de Consórcios Ltda.**

**Grupo Casas Bahia S.A.** ("Company"), in compliance with the provisions of article 157, paragraph 4, of Law No. 6,404/76 ("Brazilian Corporation Law"), and for the purposes of the Brazilian Exchange and Securities Commission ("CVM") Resolution No. 44, of August 23, 2021 ("CVM Resolution 44") and CVM Resolution No. 78, of March 29, 2022 ("CVM Resolution 78"), hereby informs its shareholders and the market in general that the Company's Board of Directors approved, at a meeting held on March 26, 2025, the terms and conditions of the proposed incorporation, by the Company, the wholly-owned subsidiary **Globex Administradora de Consórcios Ltda.**, a limited liability company with head office in the city of Rio de Janeiro, State of Rio de Janeiro, at Avenida Prefeito Dulcídio Cardoso, No. 2.000, Part, Barra da Tijuca, Zip Code 22.631-051, registered in the National Register of Legal Entities of the Ministry of Finance ("CNPJ/MF") under the No. 28.672.400/0001-62, with its articles of incorporation duly filed with the Board of Trade of the State of Rio de Janeiro ("JUCERJA") under NIRE 33.2.10435479-5 ("GAC"), with the consequent extinction of GAC ("Merger"), under the terms of the "*Protocolo e Justificação de Incorporação da Globex Administradora de Consórcios Ltda.*" ("Merger Protocol").

The Company's Board of Directors also approved the calling of the Company's Extraordinary Shareholders' Meeting to be held, on first call, on April 30, 2025, at 11 am, exclusively via remote and digital means, to resolve, among other things matters, on the Merger.

In compliance with the provisions of article 3 of CVM Resolution 78, of March 29, 2022, the main terms and conditions of the Merger are as follows:

**1 Companies involved in the transaction and brief description of the activities carried out by them**

**1.1 Grupo Casas Bahia S.A. – Acquiring Company.** The Company is a corporation with head office in the City of São Paulo, State of São Paulo, at Avenida Doutora Ruth Cardoso, No. 8.501, 28<sup>th</sup> floor, Pinheiros, Zip Code 05.425-070, registered in the CNPJ under No. 33.041.260/0652-90, with registration as a securities issuer with the CVM, in category "A", under code No. 6505, with shares traded on the traditional listing segment of B3 SA - Brasil, Bolsa, Balcão ("B3") whose corporate purpose is: (i) import, export, trade and industry of household appliances and manufactured products, semi-manufactured products, raw materials, secondary materials and construction materials, intended to meet all vital, useful or merely voluptuous personal, domestic, commercial or industrial needs in the field of basic and complementary utilities; (ii) purchase, sale, import, manufacture and improvement of food products, raw materials and chemical, vegetable and mineral products, electronic products in general, computer and data communication products, as well as the operation of computer and data communication services; (iii) purchase, sale, import, export and manufacture of clothing, adornments, ornaments, jewelry and accessories for men or women; (iv) purchase, sale, import, manufacture, installation and assembly of own and third party

furniture, mechanical and electrical utilities and other accessories and accessories for domestic, commercial or industrial use, including those intended for children's play; (v) distribution, advertising, promotion and intermediation of sales of financial and insurance services and articles manufactured by the company or third parties; (vi) organization, development and work rationalization studies in shopping centers, bazaars, private markets or other establishments designed to meet any and all consumer needs, as well as the provision of consultancy and support services in the computer area; (vii) creation, incorporation and development of commercial companies, purchase and sale of industrial establishments; (viii) the provision of cargo transportation services; (ix) the provision of consultancy, support and technical assistance services, as well as the purchase, sale and import of the parts required for this purpose; (x) the trade, industry, import and export of optical, photographic and cinematographic film articles, as well as services related to their development; (xi) distribution and commercialization of electronic books and multimedia educational content, through intermediation of non-free downloads (copies); (xii) intermediation and operationalization of business in the country and abroad, including the automation of marketing management, commercial management and the management of customer services and products; (xiii) assignment of advertising space; (xiv) providing business consultancy and advisory services, including for the import and export of goods and services; and (xv) participating in other companies, domestic or foreign, as a shareholder, quotaholder or consortium member, and may promote mergers, incorporations, spin-offs or other forms of company association;

**1.2 Globex Administradora de Consórcios Ltda. – Merged Company.** GAC is a limited liability company, as described above, whose corporate purpose is: (i) the administration of consortium groups for durable goods in general; and (ii) the exercise of activities that are ancillary and complementary to the administration of consortiums.

## **2 Description and Purpose of the transaction**

The proposed transaction consists of the incorporation of the shareholders' equity of GAC, at their book values, by the Company, under the terms of article 227 of the Brazilian Corporation Law, with the consequent extinction of GAC and its succession by the Company, on a universal basis and without resolution of continuity, in all its assets and liabilities, rights and obligations, of any nature, equity or non-equity, with effect from the approval of the Merger Protocol by extraordinary shareholders' meetings to be held by the Company and the Partners Meeting of GAC.

Considering that all quotas representing GAC's stock capital are directly and indirectly owned by the Company and, when the Merger happens, will be wholly owned by the Company, the Merger will not result in: (i) an increase in the Company's capital stock; (ii) the issuance of new shares by the Company; or (iii) any change in the Company's shareholding structure.

The Merger aims to consolidate and integrate the GAC assets into the Company's corporate and operational structures. With this, the intention is to optimize and simplify existing structures, promoting increased efficiency, cost reduction, synergy gains and better operational, administrative, financial, accounting and management effectiveness for the parties.

### **3 Main Benefits, Costs and Risks of the transaction**

**3.1 Benefits.** As informed above, the Merger is in line with the strategy of optimizing the Company's corporate and business structures. With this, the intention is to reduce costs in administrative areas, in addition to making joint administration more efficient by generating the use of synergies, which will result in benefits of a patrimonial and financial nature for the Company and GAC.

**3.2 Costs.** The Company and GAC estimate that the total costs and expenses, including fees for legal and financial advisors and appraisers, related to the Merger, amount to approximately seventy thousand reais (BRL 70,000.00), which will be borne in full by the Company.

**3.3 Risks.** The Company's management does not foresee any material risks in the implementation of the Merger.

### **4 Share Exchange Ratio**

As informed in item 2 above, the Merger will not result in: (i) an increase in the Company's capital stock; (ii) the issuance of new shares by the Company; or (iii) any change in the Company's shareholding structure, therefore, there is no share exchange ratio.

### **5 Criteria for Fixing the Exchange Ratio**

Not applicable, since there will be no share exchange ratio.

### **6 Main Assets and Liabilities that will form each portion Of Equity, in case of Spin-Off**

Not applicable, since this is a merger transaction.

### **7 Submission of the transaction to Brazilian or Foreign Authorities**

The Merger is not subject to prior consent or prior or subsequent notification to Brazilian or foreign authorities.

### **8 In transactions involving controlling companies, subsidiaries or companies under common control, the share exchange ratio calculated in accordance with article 264 of Law No. 6,404 of 1976**

Not applicable, since there will be no share exchange ratio. Under the terms of the CVM Board's decision of February 15, 2018, in SEI Case No. 19957.011351/2017-21, it is not necessary to prepare the appraisal report referred to in article 264 of the Brazilian Corporation Law in transactions involving the merger of a wholly-owned subsidiary by a publicly-held parent company.

### **9 Applicability of the Withdrawal Right and Reimbursement Value**

There will be withdrawal right related to the Company, according to Articles 136 and 137 of the Brazilian Corporation Law. There will no withdrawal right related to GAC considering that the Merger will be approved by the Company, as its only quotaholder at the time of the Merger, therefore, there will be no dissenting quotaholders.

## **10 Other Material Information**

The Merger will be executed in the scope of a corporate reorganization of the Company's economic group, involving companies directly controlled by the Company, with the purpose of reducing costs in administrative areas, in addition to making joint administration more efficient by generating the use of synergies.

The specialized company **Apriori Consultoria Contábil e Tributária Ltda.**, a limited liability company, with head office in the city of São Paulo, State of São Paulo, at Rua Libero Badaró, No. 158, 22<sup>th</sup> floor, Centro Histórico de São Paulo, Zip Code 01008-904, enrolled in CRC/SP 2SP041713/O-7 and in CNPJ/MF under No. 36.448.792/0001-09, was responsible for preparing the appraisal report of the shareholders' equity of GAC under the terms and for the purposes of article 8 of the Brazilian Corporation Law, with a base date of February 28, 2025.

In compliance with the provisions of article 3 of CVM Resolution 78 and the provisions of CVM Resolution No. 81, of March 29, 2022, as amended, the documents related to the Merger, including the Management Proposal and the Merger Protocol, are available to the Company's shareholders at the Company's headquarters and on the Company's (<https://ri.grupocasasbahia.com.br/>), CVM ([www.gov.br/cvm](http://www.gov.br/cvm)) and B3 ([www.b3.com.br](http://www.b3.com.br)) websites, and may be consulted by the Company's shareholders, pursuant to applicable regulations.

The Company's management will keep its respective shareholders informed of the development of the Merger.

São Paulo, March 30, 2025.

**Elcio Mitsuhiro Ito**

Financial Vice-President and Investor Relations Officer