



A publicly-held company
Corporate Taxpayer's ID:
(CNPJ/MF) No. 53.113.791/0001-22
Company Registry (NIRE) 35.300.153.171

MATERIAL FACT

SHARE BUYBACK PROGRAM OF COMPANY'S OWN ISSUANCE

TOTVS S.A. (B3: TOTS3) ("TOTVS" or "Company") hereby informs that the Board of Directors, in a meeting held on this date, and pursuant to article 30, paragraph 1, item "b" of Brazilian Federal Law No. 6,404/76, and the Brazilian Securities and Exchange Commission (CVM) Resolution No. 77/2022, approved a share buyback program for shares issued by the Company ("2026 Share Buyback Program"), subject to a limit of 20,000,000 (twenty million) common shares ("Shares"), subject to the terms of CVM Resolution No. 44/2021.

The 2026 Share Buyback Program aims to maximize shareholder value creation and promote efficient capital allocation. The repurchased Shares may be held in treasury, canceled, or sold in accordance with the law.

The 2026 Share Buyback Program will remain effective until February 12th, 2027, as detailed in the Notice on Trading of Own Shares attached to the minutes of the Board of Directors' meeting held on this date and incorporated herein by reference (and reproduced in this document), which contains additional information pursuant to Appendix G of CVM Resolution No. 80/2022.

As of this date, the Company has 533,997,411 (five hundred thirty-three million, nine hundred ninety-seven thousand, four hundred and eleven) outstanding Shares. Acquisitions will be funded by debiting the capital reserve account recorded in the fourth quarter of 2025 financial statements and will be conducted through one or more of the following financial institutions: BTG Pactual Corretora de Valores S.A. (BTG Pactual CTVM S.A.), inscribed in the corporate taxpayers register (CNPJ/MF) under No. 43.815.158/0001-22, with registered office at Avenida Brigadeiro Faria Lima, 3,477, 14th floor (part), Zip Code 04538-133, in the City and State of São Paulo; and Itaú Corretora de Valores S.A., inscribed in the corporate taxpayers register (CNPJ/MF) under No. 61.194.353/0001-64, with registered office at Avenida Brigadeiro Faria Lima, 3,500, 3rd floor, Zip Code 04538-132, in the City and State of São Paulo.

Additional information regarding the 2026 Share Buyback Program is available to shareholders on the websites of CVM (www.cvm.gov.br), B3 (www.b3.com.br), and the Company (<http://ir.totvs.com>).

São Paulo, February 11th, 2026.

Gilsomar Maia Sebastião

Chief Financial Officer and Investor Relations Officer

Investor Relations

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About TOTVS: the undisputed leader in the Brazilian SMB market, TOTVS develops innovative solutions to transform companies' day-to-day operations and help them overcome their business challenges. It is the largest enterprise management software developer in the country, serving more than 70,000 customers across 12 sectors of the economy. As a company originally founded in Brazil, TOTVS supports the growth of thousands of businesses and entrepreneurs from north to south of the country through technology: the Brazil that gets things done, does it with TOTVS.

IBOVESPA B3

IBRX50 B3

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IGC-NM B3

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NOTICE ON TRADING OF SHARES ISSUED BY THE COMPANY

TOTVS S.A. (B3: TOTS3) ("TOTVS" or "Company"), in compliance with CVM Resolution 80/2022, hereby provides the following information established in Appendix G on the trading of shares issued by the Company.

1. Justify in detail the objective of the operation and the expected economic effects

The objective of the operation is the acquisition of shares, by the Company, to maximize the generation of shareholder value, to promote efficient allocation of capital and may be, the Shares, held in treasury, canceled or sold in accordance with the law.

2. Inform the number of shares (i) outstanding and (ii) already held in treasury

Currently, the Company has 533,997,411 (five hundred and thirty-three million, nine hundred and ninety-seven thousand, four hundred and eleven) outstanding shares and 11,752,804 (eleven million, seven hundred and fifty-two thousand, eight hundred and four) already held in treasury.

3. Inform the number of shares that can be acquired or sold

The Company may acquire up to 20,000,000 (twenty million) of its common shares.

4. Describe the main characteristics of the derivative instruments that the company may use, if applicable

Not applicable, since the Company will not use derivative instruments in this operation.

5. Describe, if any, any voting agreements or guidance between the company and the other parties to the operations

Not applicable, since the Company will conduct the operations on the stock exchange and does not know the other parties in the operations.

6. If the operations are conducted outside the organized securities markets, inform: a. the maximum (minimum) price of acquisition (sale) of shares; and b. if applicable, the reasons that justify the execution of the operation at prices more than ten percent (10%) higher, in case of acquisition, or more than ten percent (10%) lower, in case of sale, considering the weighted average price in the ten (10) previous trading sessions

Not applicable, since the operations will be conducted within an organized market (B3 S.A. - Brasil, Bolsa, Balcão).

7. Inform, if any, the impacts that the operation will have on shareholding control or management structure of the entity:

Not applicable, since the Company has no defined control nor expect any impacts of the operation on the shareholding or management structure of the entity.

8. Identify the other parties, if known, and, if they are parties related to the company as defined in the accounting rules addressing this matter, also provide the information required by article 9 of CVM Resolution 81 of March 29, 2022.

Not applicable, since the Company will conduct the operations on the stock exchange and does not know the other parties in the operations.

9. Indicate the allocation of funds raised, if applicable

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Not applicable, given that, for the time being, the trading is restricted to the acquisition of shares. The shares acquired may remain in the treasury for cancellation or subsequent sale. The decision on the cancellation or sale of these shares will be taken in due course and communicated to the market.

10. Indicate the maximum period to settle the authorized operations

The acquisitions under the program approved will be conducted within 12 (twelve) months, from February 12, 2026 until February 12, 2027.

11. Identify the institutions that will act as intermediaries, if any

The following financial institutions will act as intermediaries in the operations involving the acquisition of shares:

- BTG Pactual Corretora de Valores S.A. (BTG Pactual CTVM S.A.), inscribed in the corporate taxpayers register (CNPJ) under number 43.815.158/0001-22, with registered office at Ave. Brigadeiro Faria Lima, 3477, 14th floor (part), Zip Code 04538-133, in the city and state of São Paulo.
- ITAÚ Corretora de Valores S.A., inscribed in the corporate taxpayers register (CNPJ) under number 61.194.353/0001-64, with registered office at Ave. Brigadeiro Faria Lima, 3500, 3rd floor, Zip Code 04538-132, in the city and state of São Paulo.

12. Specify the resources available to be used, pursuant to article 8, paragraph 1 of CVM Resolution 77 of March 29, 2022

The acquisitions will be made by debiting the capital reserve account recorded in the fourth quarter of 2025 financial statements, which had a balance of R\$2,357 million, as disclosed on February 11, 2026 on the websites of CVM and B3 S.A. – Brasil, Bolsa, Balcão, through the Periodical Information System (IPE).

13. Specify the reasons why the board of directors feels comfortable that the share repurchase will not jeopardize the fulfillment of obligations to creditors or the payment of fixed or minimum mandatory dividends

The Board of Directors believes that the Company's general financial situation and liquidity cover the disbursement of amounts required for the share buyback and for meeting the objectives proposed herein.

According to the fourth quarter of 2025 financial statements, the Company has funds available for the buyback, with a cash balance of R\$1,413 million and current liabilities amounting to R\$1,462 million, (excluding, from such amount, R\$651 million corresponding to the price of the Remaining Acquisition, relating to the acquisition of shares representing 37.5% of the total and voting share capital of DIMENSA S.A., as approved at the Board of Directors' Meeting held on February 2, 2026, resulting, therefore, in current liabilities of R\$810 million), apart from the recent history of annual cash generation that is significantly higher than the amount that can be used to repurchase all the shares covered by the program.

As such, the Board of Directors believes that the share repurchase (i) will not jeopardize the performance of obligations to creditors or the payment of mandatory dividends; and (ii) promote efficient allocation of capital and maximize the generation of shareholder value.