



**OCEANPACT SERVIÇOS MARÍTIMOS S.A.**

CNPJ/ME No. 09.114.805/0001-30

NIRE 333.0031011-8

**MATERIAL FACT**

**OCEANPACT SERVIÇOS MARÍTIMOS S.A.** ("OceanPact" or "Company"), in compliance with the provisions of article 157, paragraph 4, of Law No. 6,404/76 ("Brazilian Corporation Law."), in CVM Resolution No. 44/21 and CVM Resolution No. 78/22, hereby informs its shareholders and the market in general that, on this date, it has entered into with CBO Holding S.A. ("CBO" and, together with OceanPact, "Companies") and certain shareholders of both Companies<sup>5</sup> ("Signatory Shareholders") the "*Association Agreement and Other Covenants*" ("Association Agreement"), aimed at implementing a business combination of the Companies through the merger of CBO into OceanPact ("Business Combination").

***CBO and the combined company***

CBO is a *holding* company that, together with its subsidiaries, operates a fleet of 45 vessels (42 of which are owned by it) of the PSV/ORSV, RSV and AHTS types. Thus, the Business Combination represents a significant value-creation opportunity for the shareholders of both Companies, resulting in the creation of the most comprehensive provider of support services for operations in the marine environment in Brazil.

The combined company will have a fleet of 73 vessels and hold existing contracts valued at approximately BRL 13.6 billion, thereby positioning itself among the leading global players in the offshore support industry.

OceanPact's management expects that, with the Business Combination, the Company will have the potential to add new high-yield contracts and low-cost credit lines.

***Business Combination***

***Exchange Ratio***

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<sup>5</sup> Flávio Nogueira Pinheiro de Andrade, as a shareholder of OceanPact ("Flávio"); and Pátria Infraestrutura Multistrategy Equity Investment Fund, Pátria Infraestrutura Brasil Multistrategy Equity Investment Fund; and Vinci Capital Partners II H – Fundo de Investimento em Participações, as shareholders of CBO ("CBO Shareholders").



The Business Combination will result in the merger of CBO into OceanPact, with CBO's extinction and succession, in all its assets, rights and obligations, by OceanPact. As a result of CBO's merger, OceanPact shall issue 274,551,446 new common shares in favor of CBO' shareholders, resulting in an exchange ratio of **1.9805700858 common share of OceanPact for each common share issued by CBO**, so that, subject to the adjustment mechanisms set forth in the Association Agreement and in the Protocol and Justification, CBO' shareholders will hold common shares representing **57.86%** (fifty-seven point eighty-six percent) of OceanPact's total share capital (including treasury shares) ("CBO Merger Exchange Ratio").

The CBO Merger Exchange Ratio was freely negotiated between OceanPact and CBO's management teams, with the support of their respective external advisors, considering the economic value of both Companies and excluding the potential Net Income of the UP Claims, as defined below.

#### UP Claims

As a premise of the Business Combination, the Companies and the Signatory Shareholders agreed to segregate certain contingent assets owned by OceanPact's economic group – related to credit rights held by its subsidiary UP Offshore Apoio Marítimo Ltda. ("UP Offshore") against Petrobras arising from legal claims – initiated before the acquisition of UP Offshore by OceanPact in 2021 – regarding the collection of daily fees of contracts terminated under the allegation of failure to renew the Charter Authorization Certificate (CAA) for the vessels subject to such contracts ("UP Claims") – in order to ensure that any economic benefits arising therefrom, calculated in accordance with the terms of the Association Agreement, are obtained exclusively by those who are shareholders of OceanPact immediately prior to the closing of the Transaction, as will be disclosed in due course ("UP Claims Effective Date").

In this sense, under the terms of the Association Agreement, any investors that, based on the Company's bookkeeper registers, holds OceanPact' shares as of the UP Claims Effective Date, shall be entitled to receive any amounts that may be effectively received by UP Offshore related to the UP Claims, after the corresponding deduction of (i) the receivables already assigned to third parties, as disclosed in the Material Fact dated June 2023 ("Assignment of Rights"), (ii) the expenses incurred in connection with the UP Claims and (iii) the applicable taxes ("Net Income of the UP Claims").

The amounts involved, as well as the progress of each UP Proceeding, are reported in the

explanatory notes to the Company's financial information<sup>6</sup> and in its reference form<sup>7</sup>, in accordance with the applicable regulations.

The segregation of the economic benefits arising from the UP Claims will be carried out, immediately prior to the implementation of the Business Combination, by means of a corporate reorganization involving OceanPact and a wholly owned subsidiary of OceanPact (OceanPact Participações S.A., hereinafter referred to as "Holding UP") ("Corporate Reorganization" and, together with the Business Combination, the "Transaction").

#### Summary of Operation Steps

The Transaction will comprise the following steps, all interdependent and linked to each other, to be implemented on the Closing Date:

- (vi) **Capital Increase of the Holding:** a capital contribution by OceanPact to the Holding UP, in the amount of R\$2,000,000.00 (two million reais);
- (vii) **Partial Spin-Off of OceanPact:** partial spin-off of OceanPact, with the subsequent merge of the demerged portion, consisting of 1,806,926 (one million, eight hundred and six thousand, nine hundred and twenty-six) shares of UP Offshore ("Demerged Portion"), into Holding UP, upon the issuance, by Holding UP, of new compulsorily redeemable preferred shares to be subscribed by OceanPact's managers on behalf of OceanPact's shareholders on the Closing Date ("Partial Spin-Off");
- (viii) **Redemption:** the compulsory and automatic redemption of all the preferred shares of Holding UP ("Redemption"), upon payment of (a) an upfront cash installment, in the amount of R\$ 0.01 (one cent) for each preferred share redeemed, in local currency ("Upfront Installment"); and (b) a future and contingent portion ("Contingent Installment" and, together with the Upfront Installment, "Redemption Amount"), to be calculated in accordance with the amounts that may be effectively received by UP Offshore or by its successors from Petrobras as a result of the UP Claims, discounted (b.i) the amounts assigned to third parties within the scope of the Assignment of Rights, (b.ii) any and all costs or expenses incurred in relation to the

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<sup>6</sup> See explanatory note no. 20 of the quarterly financial information – ITR for 09.30.2025.

<sup>7</sup> Cf. item 4.4 of the reference form.

UP Claims or for the payment of the Contingent Installment of the Redemption Amount and *(b.iii)* the Applicable Taxes, as defined in the Association Agreement.

- (ix) Merger of Holding UP:** after the Redemption, the merger of Holding UP into OceanPact, resulting in the extinction of Holding UP, with the succession, in all its assets, rights and obligations, by OceanPact.
- (x) Merger of the CBO:** after the Redemption, the merger of the CBO into OceanPact, resulting in the extinction of the CBO, with the succession, in all its assets, rights and obligations, by OceanPact.

The terms and conditions of each of the steps are reflected in the Association Agreement and in the "*Private Instrument of Protocol and Justification of Partial Spin-off of OceanPact Serviços Marítimos S.A., with Merger of the Demerged Portion into OceanPact Participações S.A., followed by the Merger of OceanPact Participações S.A. and CBO Holding S.A. into OceanPact Serviços Marítimos S.A.*", entered into between OceanPact and CBO ("Protocol and Justification"), both disclosed on this date by the Company.

#### Shareholders' Agreement of the combined company

In addition to the Association Agreement and the Protocol and Justification, on this date, Flavio, the CBO Shareholders and BNDES Participações S.A. – BNDESPar ("BNDESPar") entered into a shareholders' agreement, with a (5)-year term ("Shareholders' Agreement"), which will bind 67.5% of the Company's total shares after the consummation of the Transaction, and establishes, among other matters, **(i)** a (9)-month restriction period on the transfer of the shares held by the signatory shareholders (lock-up) – except for certain permitted transfers – and other rules and procedures applicable to the sale of shares after the end of the lock-up period until the end of the second year of the Shareholders Agreement's term; **(ii)** provisions regarding the composition of the Board of Directors during the first two (2) years of the Shareholders Agreement's term; **(iii)** the shared exercise of control by Flavio and the CBO Shareholders during the first two (2) years of the term of the Shareholders' Agreement, providing for (a) certain management matters subject to unanimous approval at a prior shareholders' meeting; and (b) certain investment protection matters subject to unanimous approval (and to BNDESPar's veto right) throughout the term of the Shareholders' Agreement.

#### General Meetings and Conditions Precedent



Pursuant to the executed agreements, the Transaction is subject to the satisfaction of certain conditions precedent, including its approval by CADE, the obtaining of third-party consents, and approval by the extraordinary shareholders' meetings of the Companies, which were convened on this date to be held on **March 30, 2026**. At the Company's extraordinary shareholders' meeting, as a condition to the implementation of the Transaction, it will be submitted for resolution the waiver of the requirement to launch a "Tender Offer due to the Acquisition of a Relevant Equity Interest" (*OPA por Atingimento de Participação Relevante*), as set forth in Clause 48 of the Company's bylaws, as well as a proposal for amendment to the Company's Bylaws.

BNDES Participações S.A. – BNDESPar and Finarge Armament Genovese SRL, shareholders of CBO, have irrevocably expressed their express agreement with the Transaction and their commitment to approve it.

#### Additional Information

In compliance with the provisions set forth in article 3 of CVM Resolution No. 78/22, the Company presents, in **Exhibit I**, the main terms, conditions and other pertinent information regarding the Transaction, in accordance with the terms and conditions of the Association Agreement and the Protocol and Justification.

Itaú BBA acted as financial advisor to the Company for the purposes of the Transaction.

The Company will hold an online presentation open to its investors and to the market in general regarding the information contained in this Material Fact, in an event to be held on March 2, 2026, at 9:00 a.m. Access details for the live broadcast of the presentation will be duly disclosed by the Company on its Investor Relations website (<https://ri.oceanpact.com/>).

Lastly, the Company informs that, on this date, Flavio and certain executives of the Company entered into the Second Amendment to the OceanPact' Shareholders' Agreement, originally executed on September 29, 2020 (the "Executives' Shareholders' Agreement"), in order to extend the term of the Executives' Shareholders' Agreement until May 1, 2031, and to update the executive shareholders bound thereto for the new term.

The documents related to the Transaction, including the Association Agreement, the Protocol and Justification and the Shareholders' Agreement, as well as the Executives' Shareholders' Agreement and the call notice documents for the shareholders' meeting to be held on March 30, 2026, were made available on this date on the Company's Investor Relations website



(<https://ri.oceanpact.com/>) and through the Empresas.Net system, and may also be accessed on CVM (<https://gov.br/cvm>) and B3 websites ([www.b3.com.br](http://www.b3.com.br)), or consulted by shareholders at the Company's headquarters, in accordance with the applicable regulations.

The Company will keep its shareholders and the market in general informed of any subsequent material facts related to the Transaction.

Rio de Janeiro, February 27, 2026.

**OceanPact Serviços Marítimos S.A.**

*Eduardo de Toledo*

*Chief Financial and Investor Relations Officer*

## Exhibit I

### *Transaction Information, cf. Article 3 of CVM Resolution No. 78/22*

- **Identification of the companies involved in the operation and a brief description of the activities carried out by them**

(iv) OceanPact

OceanPact is a publicly held company listed on the Novo Mercado segment of B3 S.A. – Brasil, Bolsa, Balcão (“B3”), which operates, together with its subsidiaries, in the offshore support sector, providing services related to the study, protection, monitoring and sustainable use of the sea, the coastline and marine resources to clients across various sectors of the economy, including oil and gas, energy, mining, telecommunications, ports, shipping, tourism, fishing and aquaculture.

(v) CBO

CBO is a publicly held company registered in Category “A”, whose shares are not listed on any stock exchange or organized market, which operates, together with its subsidiaries, in the offshore support sector, including the construction and/or purchase and sale of vessels intended for the provision of such services, the leasing of maritime equipment, and the provision of consulting and operational services to the oil and gas industry, in Brazil or abroad.

(vi) Holding UP

Holding UP is a privately held company, with its capital stock fully owned by OceanPact.

- **Description and purpose of the operation**

Subject to the satisfaction (or waiver, as the case may be) of the conditions precedent set forth in the Association Agreement and in the Protocol and Justification, the Transaction will be implemented, pursuant to Articles 227 and 229 of the Brazilian Corporations Law, through: **(i)** the implementation of the Corporate Reorganization, in order to segregate certain contingent assets owned by the OceanPact economic group, related to the UP Claims, so as to ensure that any economic benefits arising therefrom are obtained exclusively by those who are OceanPact

shareholders immediately prior to the Business Combination; and **(ii)** the Business Combination, consisting of the merger of CBO into OceanPact; so that, upon the consummation of all of the steps on the Closing Date: *(a)* CBO and Holding UP will be extinguished and succeeded by OceanPact in all their assets, rights and obligations; *(b)* the shareholders of CBO will receive newly issued common shares of OceanPact in exchange for the common shares of CBO held by them, in accordance with the CBO Merger Exchange Ratio set forth in the Protocol and Justification; and *(c)* the OceanPact shareholders on the Closing Date will be entitled to receive the Redemption Amount, including the Upfront Installment and the Contingent Installment, to be determined based on the amounts effectively received by UP Offshore or its successors as a result of the UP Claims.

The Business Combination is intended to integrate and expand the Companies' operations, capturing operational and strategic synergies to generate value for the shareholders and other stakeholders of the Companies, as well as to strengthen the growth capacity of their businesses.

- **Main benefits, costs and risks of the operation**

- Benefits:

The Company's Management believes that the Business Combination represents a significant opportunity to generate value for its shareholders and other stakeholders.

Among the strategic pillars expected from the Transaction, the following stand out:

- (vi)* the strengthening of the combined company's cash generation, through the incorporation of high-yield contracts and credit lines with low average cost;
- (vii)* the complementarity between the Companies' vessels, with the expansion of specifications and capabilities;
- (viii)* the rejuvenation of the fleet, adding vessels that are, on average, 4 years younger;
- (ix)* the expansion of operational capacity, broadening the scope of solutions offered in the services segment; and
- (x)* significant value generation potential through commercial and operational integration, as well as the capture of synergies typically associated with this type of transaction.

As a result, the Company's Management believes that the Transaction will result in the creation of the most comprehensive vessels and services platform in Brazil, positioning OceanPact among the global leaders in the offshore support sector.

- Costs:

According to the estimates of the Companies' management, the total costs for carrying out the Transaction are expected to range from approximately R\$33 million to R\$39 million, including primarily financial, legal and accounting advisory fees, appraisals reports and other costs necessary for the implementation of the Transaction; excluding, however, any potential disbursements related to third-party approvals or compensation tied to liquidity events approved by CBO' shareholders' meeting.

- Risks:

In view of the complementarity of the businesses conducted by the Companies and the results of the legal due diligence carried out, the Company's management does not foresee any additional material risks arising from the implementation of the Transaction. The materialization of the Transaction's benefits, however, will depend on the successful execution of the integration plan designed to enable the identified synergies, and will also be subject to typical market risks and macroeconomic conditions, political instability, among others.

- **Exchange ratios and criteria for their fixation**

- (iv) *Exchange Ratio for the Partial Spin-Off.* As a result of the Partial Spin-Off of OceanPact and the consequent contribution of the Demerged Portion to the Holding UP, 1 (one) new preferred share of Holding UP shall be issued to the shareholders of OceanPact for each common share of OceanPact held by them on the Closing Date, resulting (disregarding the shares issued by OceanPact and currently held in treasury) in a total of 199,347,353 (one hundred ninety-nine million, three hundred forty-seven thousand, three hundred fifty-three) new preferred shares of Holding UP.

- (v) *Exchange Ratio for the Merger of CBO.* As a result of the Merger of CBO, 274,551,446 (two hundred seventy-four million, five hundred fifty-one thousand, four hundred forty-six) new common shares of OceanPact shall be issued to the shareholders of CBO, resulting in an exchange ratio of 1.9805700858 common shares of OceanPact for each common share issued by CBO, subject to the adjustment mechanisms set

forth in the Association Agreement and in the Protocol and Justification, so that, subject to any such adjustments, the shareholders of CBO will hold common shares representing 57.86% (fifty-seven point eighty-six percent) of the total share capital of OceanPact (including shares held in treasury), which will carry political and economic rights identical to the other shares issued by OceanPact.

- (vi) *Exchange Ratio for the Merger of Holding UP.* Considering that, at the time of the Merger of Holding UP, all shares issued by Holding UP will be wholly owned by OceanPact, the Merger of Holding UP will not result in an increase in OceanPact's share capital or in the issuance of new shares by OceanPact; therefore, there will be no exchange ratio applicable to this merger.

The Exchange Ratio for the Partial Spin-Off was established in order to ensure that all shareholders of OceanPact as of the Closing Date receive preferred shares of Holding UP and, therefore, are entitled to receive the proportional receipt of the Redemption Amount.

The Exchange Ratio for the Merger of CBO, in turn, was freely negotiated, agreed upon and entered into by the Companies, and was considered by their respective management teams to be fair and equitable to their shareholders, so as to ensure the commutativity of the transaction and to avoid any unjustified dilution of any OceanPact shareholder.

Any fractional shares of OceanPact resulting from the Exchange Ratio for the Merger of CBO will be aggregated into whole numbers and subsequently sold on the spot market operated by B3 following the Merger of CBO, in accordance with a notice to shareholders to be duly disclosed by OceanPact's management. The net proceeds from such sale, after deduction of applicable fees, will be made available on a proportional basis to the former CBO shareholders holding the respective fractions.

- **Main assets and liabilities that will form each portion of the equity, in the event of a spin-off**

In the Partial Spin-Off of OceanPact, the Demerged Portion will consist of 1,806,926 (one million, eight hundred and six thousand, nine hundred and twenty-six) quotas issued by UP Offshore Apoio Marítimo Ltda., a limited liability company, registered with the CNPJ/MF under No. 04,754,815/0001-17, equivalent to 0.85% (zero point eighty-five percent) of its capital stock, evaluated by their book value.

- **Whether the transaction has been or will be submitted for approval by Brazilian or foreign authorities**

The Transaction is subject to obtaining the unconditional and definitive approval of the Administrative Council for Economic Defense – CADE.

- **In transactions involving parent companies, subsidiaries or companies under common control, the share replacement ratio calculated in accordance with article 264 of Law No. 6,404 of 1976**

Considering that, prior to the Merger of Holding UP, all shares issued by Holding UP will be wholly owned by OceanPact, the Merger of Holding UP will not result in an increase of OceanPact's share capital or in the issuance of new shares by OceanPact. Therefore, no exchange ratio applies to this merger, and Article 264 of the Brazilian Corporations Law is not applicable.<sup>8</sup>

- **Applicability of the right of withdrawal and amount of the refund**

No withdrawal rights will be granted to OceanPact shareholders, since (i) the Partial Spin-Off will not fall under any of the circumstances described in Article 137, item III, of the Brazilian Corporations Law; and (ii) the mergers of Holding UP and CBO do not give rise to withdrawal rights in the surviving company.

No withdrawal rights will be granted to the shareholders of Holding UP, since, at the time of the Merger of Holding UP, all shares issued by Holding UP will be held by OceanPact.

No withdrawal rights will be granted to the shareholders of CBO, as all CBO shareholders have undertaken to vote in favor of the approval of the Merger of CBO and, therefore, there will be no dissenting shareholders.

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<sup>8</sup> In accordance with the understanding of the Brazilian Securities and Exchange Commission (CVM Process No. 19957.011351/2017-21, j. on February 15, 2018).