

Publicly Held Company

Corporate Taxpayers (CNPJ/MF) **73.178.600/0001-18**

Company Register (NIRE) **35.300.137.728** | **CVM Code: 01446-0**

MATERIAL FACT

Proposal for Capitalization of Reserves with Redeemable Preferred Shares

São Paulo, December 10th, 2025, – Cyrela Brazil Realty S.A. Empreendimentos e Participações (“Cyrela” or “Company”), In compliance with paragraph 4 of article 157 of Law No. 6,404/1976 (“Corporation Law”) and CVM regulations, notably CVM Resolution No. 44/2021, hereby informs its shareholders and the market in general that the Company's Board of Directors has approved the call for an Extraordinary General Meeting, to be held, on first call, on December 31, 2025 (“EGM”), to deliberate on the following proposals

- (a) creation of preferred, registered, book-entry shares with no par value, with voting rights, convertible into common shares and redeemable (“Special PN Shares”);
- (b) capital increase of the Company, through the capitalization of the Company's profit reserve balances in the amount of R\$ 2,499,224,000.00, with the allocation of 72,800,000 new Special PN Shares to the Company's current shareholders as a bonus, pursuant to Article 169 of the Brazilian Corporations Law (“Bonus Shares”); and
- (c) the amendment (and consolidation of the Bylaws) to reflect the above resolutions, including the update of the capital stock (Article 5) and the inclusion of provisions to regulate the rights, characteristics, advantages, and limitations of Special PN Shares (Article 8).

Preliminarily, the Company clarifies that the above proposed structure is subject to prior approval by B3 S.A. – Brasil, Bolsa, Balcão (“B3”) of an exemption from the obligation set forth in Article 8 of the Novo Mercado Regulations. In this regard, on December 9th, 2025, the Company requested B3 an exemption seeking authorization to issue, on an exceptional and temporary basis, Special PN Shares, which would be subject to redemption or conversion into common shares by 2028, under the terms of management's proposal to the EGM. The Company will keep its shareholders and the market in general informed about the conclusion of B3's analysis and any impacts on the EGM now convened.

As for the proposal, the Company emphasizes that, if issued, the Special PN Shares will essentially have the same economic and political rights attributed to common shares.

In addition, it should be noted that the Bonus Shares now proposed include the allocation of Special PN Shares, free of charge and proportional to their shareholdings, without dilution, at a ratio of 0.18958333333 for each common share held by the shareholder on the cut-off date, in accordance with the management's proposal.

In this regard, considering that the Bonus Shares will always be paid in whole numbers, Special PN Shares that cannot be allocated in full to each shareholder will be subject to the treatment of fractions provided for in Article 169, paragraph 3, of the Corporation Law, according to which: (a) after approval at the EGM, a period of 30 days will be opened for shareholders holding fractions of Special PN Shares to adjust their share positions at their discretion in order to transfer fractions to recompose whole shares; and (b) at the end of this period, the remaining fractions will be grouped into whole Special PN Shares and sold on the stock exchange, with the net proceeds from the sale being divided proportionally among the holders of fractions of Special PN Shares.

Finally, the Company emphasizes that the full terms and conditions of the proposed structure can be found in the documents convening the Extraordinary General Meeting, available on this date on the websites of the Company, the CVM, and B3.

São Paulo, December 10th, 2025.

Miguel Maia Mickelberg
Chief Financial and Investor Relations Officer