

BRASIL TECNOLOGIA E PARTICIPAÇÕES S.A.

CNPJ/MF No. 35.764.708/0001-01

Category B Public Company

MATERIAL FACT

BRASIL TECNOLOGIA E PARTICIPAÇÕES S.A. (the “Company”), in compliance with the provisions of paragraph 4 of article 157 of Law No. 6,404, of December 15, 1976, and the Resolution of the Securities and Exchange Commission No. 44, of August 23, 2021, informs the market in general that, on January 17, 2025, the Investment Agreement and Other Covenants (“Investment Agreement”), with the parties being, on the one hand, Gaúcha Tecnologia e Participações S.A. (CNPJ/MF no. 23.979.721/0001-90 and BRPar Tecnologia e Participações S.A. (CNPJ/MF no. 36.061.094/0001-56) (together, the “Controlling Shareholders”) and, on the other hand, Brazil MB02 Fundo de Investimento em Participações Multiestratégia Responsibility Limitada (CNPJ/MF 58.423.425/0001-93), in investment vehicle formed by Macquarie Capital (the “Investor”), through which the terms and conditions of the transaction involving, among others things (the “Transaction”):

- (i) carrying out an increase in the Company's share capital, in the approximate amount of R\$ 120,000,000.00, with the resulting issuance of 11,754,000 preferred shares, at the issue price of R\$ 10.21 per share, which will be subscribed for by the Investor;
- (ii) the acquisition, by the Investor, of 17,631,000 shares issued by the Company held by the Controlling Shareholders, for a total price of approximately R\$ 180,000,000.00, with this amount being paid in full on the closing date of the Transaction; and
- (iii) the execution of the Company's Shareholders' Agreement, between the Controlling Shareholders and the Investor, in addition to other contracts and ancillary documents related to the Transaction.

The completion of the Transaction is subject to compliance with usual conditions precedent for transactions of this nature, including approval by the Administrative Council for Economic Defense – CADE and the National Telecommunications Agency – ANATEL.

The Investment Agreement also provides for the ability of the Investor (a) to increase its participation in the Company's share capital, by making an additional investment (second tranche), in the approximate amount of R\$ 300,000,000, exercisable within 12 months from the closing date; and (b) to make additional investments in the Company up to an approximate amount of R\$1,200,000,000, exercisable within 48 months from the closing date.

The percentages of participation in the Company's share capital, the quantities of shares and the values mentioned here are subject to certain adjustments, as provided for and under the terms of the Investment Agreement.

The Company will keep the market informed about any developments on the topics covered by this material fact and is available for any additional clarifications regarding the Transaction.

São Paulo, January 17, 2025.

BRASIL TECNOLOGIA E PARTICIPAÇÕES S.A.

André Luiz Sandoval Valente

Financial and Investor Relations Director