**LUPATECH S.A.**
CNPJ N° 89.463.822/0001-12
NIRE 35.3.0045756-1
Publicly-Held Company with Authorized Capital – B3 Novo Mercado

## MATERIAL FACT

### EXPIRATION AND RESULTS OF THE TENDER OFFER FOR NOTES

**Nova Odessa, August 18, 2026** – Further to the material fact disclosed on July 22, 2026, when the commencement of the tender offer ("Tender Offer") for the securities issued by Lupatech Finance Limited—issued in the U.S. on November 18, 2021 ("Notes"), registered under CUSIP G57058 AD4 and ISIN USG57058AD40—was announced, the Company hereby provides the following information.

The Offer is the mechanism through which the Company will enable the participation of the holders of the Notes ("Noteholders") in its ongoing Out-of-Court Restructuring process. The Offer expired at 5:00 p.m., New York City time, on August 17, 2026 (the "Expiration Date"). Withdrawal rights terminated at that time. No further tenders may be made and no tendered Notes may be withdrawn.

Based on information provided by D.F. King & Co., Inc., as Tender Agent, U.S.$ 6.141.716 aggregate principal amount of Notes was validly tendered and not withdrawn prior to the Expiration Date, representing approximately 41,99% of the U.S.$14,628,203 aggregate principal amount of Notes outstanding.

The Company has provided Noteholders with a Notice of Expiration, Results, and Acceptance, hereby attached to this publication.

**Rafael Gorenstein**
Chief Executive Officer and Investor Relations Officer

**CONTACTS – INVESTOR RELATIONS**

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**LUPATECH S.A.**
**LUPATECH FINANCE LIMITED**

**NOTICE OF EXPIRATION, RESULTS, AND ACCEPTANCE**

Relating to the Offer to Purchase for Cash and Subscription Warrants of
All Outstanding 0.4% Guaranteed Fixed Rate Notes due January 19, 2033
CUSIP No. G57058 AD4 / ISIN No. USG57058AD40

August 18, 2026

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Reference is made to the Offer to Purchase dated July 20, 2026 (the "Offer to Purchase") of Lupatech S.A. ("Lupatech"), relating to its offer (the "Offer") to purchase all outstanding 0.4% Guaranteed Fixed Rate Notes due January 19, 2033 (the "Notes") issued by Lupatech Finance Limited (the "Issuer") under the Indenture dated October 18, 2021 among the Issuer, Lupatech, as Guarantor, and Wilmington Savings Fund Society, FSB, as Trustee. Capitalized terms used and not defined in this Notice have the meanings given to them in the Offer to Purchase.

**1. Expiration of the Offer**

The Offer expired at 5:00 p.m., New York City time, on August 17, 2026 (the "Expiration Date"). Withdrawal rights terminated at that time. No further tenders may be made and no tendered Notes may be withdrawn.

**2. Results of the Offer**

Based on information provided by D.F. King & Co., Inc., as Tender Agent, U.S.$ 6,141,716 aggregate principal amount of Notes was validly tendered and not withdrawn prior to the Expiration Date, representing approximately 41,99% of the U.S.$14,628,203 aggregate principal amount of Notes outstanding.

**3. Conditions to the Offer**

Each condition to the Offer has been satisfied. No Restructuring Termination Event occurred on or before the Expiration Date, and the Restructuring Termination Condition is accordingly satisfied. That condition is not waivable by Lupatech. The No Legal Impediment condition and the No Material Adverse Change condition are each satisfied. No condition to the Offer has been waived.

**4. Acceptance**

Lupatech has accepted for purchase all Notes validly tendered and not withdrawn prior to the Expiration Date. The Settlement Date is August 18, 2026.

**5. Deemed Adhesion to the Plan**

Upon Lupatech's acceptance on the Settlement Date, each tendering Noteholder is deemed to adhere to the Plan as a Credor Signatário under Article 165, paragraph 1 of Brazilian Law No. 11,101/2005. The Deemed Adhesion takes immediate effect on the Settlement Date and is irrevocable under Article 161, paragraph 5 of that law, subject solely to the resolutive condition (condição resolutiva) described in the Offer to Purchase. No separately executed Termo de Adesão is required and none has been or will be collected. Each Deemed Adhesion is evidenced by the ATOP tender record maintained by DTC and the Tender Agent, together with Lupatech's acceptance on the Settlement Date.

### 6. Releases

The four Releases described in the Offer to Purchase take immediate effect on the Settlement Date, under Brazilian law and New York law as applicable, and are subject to the same resolutive condition.

### 7. Consideration Is Not Payable on the Settlement Date

Neither the Cash Payment nor the Subscription Warrants is payable or deliverable on the Settlement Date. The Cash Payment is payable within one year of the Homologation Date, subject to the extension and interest provisions of the Plan. The Subscription Warrants will be issued into the Treasury Account maintained by Lupatech at BTG Pactual Serviços Financeiros S/A DTVM within one year of the Homologation Date. To take delivery of the Subscription Warrants, a Noteholder must complete Brazilian foreign-investor registration under Resolução BCB No. 278/2022, appoint a local Brazilian representative, local custodian, and tax representative, and provide delivery instructions to BTG, in each case as described in the Offer to Purchase.

### 8. Confirmation of Entitlement

On the Settlement Date, the Tender Agent is issuing to each tendering Noteholder a written Confirmation of Entitlement specifying the Brazilian Real amount representing that Noteholder's Cash Payment entitlement, the number of Subscription Warrants to be issued to that Noteholder, and the timing for delivery of each component. The Confirmation of Entitlement records the entitlement. It is not the consideration.

### 9. Treatment of Accepted Notes

The Notes accepted for purchase have not been cancelled and remain outstanding under the Indenture. Those Notes have been moved into contra CUSIP No. G5799AA80 at DTC and are blocked from trading and transfer. Cancellation will occur only upon full payment of the Cash Payment, at which time the Issuer will deliver a Company Order to the Trustee surrendering the Notes for cancellation under Section 2.10 of the Indenture. If a Restructuring Termination Event occurs before full payment of the Cash Payment, the Notes will be returned to the tendering Noteholders, and the Deemed Adhesion and the Releases will automatically terminate, revive, or reverse by operation of the resolutive condition.

### 10. Notes Not Tendered

Notes not validly tendered remain outstanding under the Indenture and are unaffected by this Notice. Holders of Notes not tendered have not adhered to the Plan and are not Credores Signatários. Such holders should refer to "Risks Related to Non-Participation" in the Offer to Purchase.

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No person has been authorized to give any information or make any representations in connection with the Offer other than as contained in the Offer to Purchase and this Notice. If given or made, such information or representations must not be relied upon as having been authorized by Lupatech, the Issuer, or the Trustee.

Neither the Trustee, nor any of its affiliates, directors, or officers, makes any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this Notice, and none of them gives any legal, financial, tax, or securities law advice with respect to the Offer.

This Notice has not been filed with, or reviewed by, the U.S. Securities and Exchange Commission, the Comissão de Valores Mobiliários, or any other securities regulatory authority. Any representation to the contrary is unlawful.

This Notice is for informational purposes only. It does not constitute an offer to purchase, or a solicitation of an offer to sell, any securities. The Offer has expired.

The information in this Notice is current only as of its date. Lupatech undertakes no obligation to update or supplement it except as required by applicable law.

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**The Tender Agent and Information Agent for the Offer:**

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**LUPATECH S.A.**
**LUPATECH FINANCE LIMITED**

*Nova Odessa, São Paulo, Brazil*
*August 18, 2026*