

IGUATEMI S.A.
CNPJ nº 60.543.816/0001-93
NIRE 35.300.027.248

MATERIAL FACT

**Share Purchase Agreement and Firm Investment Commitments
Shopping Pátio Higienópolis and Shopping Pátio Paulista**

IGUATEMI S.A. (“Iguatemi” or “Company”), pursuant to article 157, paragraph 4, of Law 6.404/76, and in accordance with the provisions of CVM Resolution n. 44, of August 23, 2021, and its subsequent amendments, in addition to the Notices to the Market and Relevant Facts disclosed on October 9 and 10, 2024 and December 18, 2024, hereby inform its shareholders and the market in general that its affiliate, IGUATEMI PPPH PARTICIPAÇÕES LTDA., registered with CNPJ/MF under number 59.345.290/0001-58 (“Iguatemi PPPH”), has executed on March 10, 2025, the Share Purchase Agreement (“Share Purchase Agreement”) with BRAZIL RETAIL MULTISTRATEGY INVESTMENT FUND (“FIP Retail”), registered with CNPJ/MF under number 11.314.165/0001-54, BPY HIGI LLC, registered with CNPJ under number 22.925.186/0001-22 (“BPY HIGI”), and BROOKFIELD BRAZIL HIGIENOPOLIS HOLDINGS LLC, registered with CNPJ under number 09.470.184/0001-28 (“BF Brazil” and, when in conjunction with FIP Retail and BPY HIGI, the “Sellers”), that governs the acquisition of all shares and/or quotas issued by BRASC Shopping Centers S.A., BRASC Higi Shopping Centers S.A., BBH Higienópolis Ltda., BPY Higi Participações Ltda. and BPY Higi Participações e Empreendimentos Ltda. held by the Sellers (“Corporate Interest”), and such companies jointly owns, directly or indirectly, the real estate assets of Shopping Pátio Higienópolis and Shopping Pátio Paulista (“Assets”), represented by the following stakes: (i) 60% (sixty percent) in the condominium of the main venture of Shopping Pátio Paulista; (ii) 44.16% (forty-four point sixteen) in the expansion of Shopping Pátio Paulista, and (iii) 50.1% (fifty point one percent) in the main venture and expansion of Shopping Pátio Higienópolis (“Transaction”).

The acquisition price of the Corporate Interest, as already disclosed, is R\$ 2,585,119,000.00 (two billion five hundred and eighty million, one hundred and nineteen thousand reais) (“Acquisition Price”).

The Company also entered into bidding Firm Investment Commitments (“Firm Commitment(s)”) with the financial partners and co-owners indicated below, which, together, amount to R\$ 1,478,000,000.00 (one billion, four hundred and eight million reais) committed to the investment in the Transaction:

XP MALLS FUNDO DE INVESTIMENTO IMOBILIÁRIO - FII	CNPJ n.º 28.757.546/0001-00
SHOPPING PÁTIO PAULISTA FUNDO DE INVESTIMENTO IMOBILIÁRIO RESPONSABILIDADE LIMITADA	CNPJ n.º 59.090.726/0001-05
BB PREMIUM MALLS FUNDO DE INVESTIMENTO IMOBILIÁRIO DE RESPONSABILIDADE LIMITADA	CNPJ n.º 54.375.187/0001-37

In addition to the Firm Commitments, co-owners manifested to Iguatemi their interest in participating in the Transaction with investments worth approximately R\$ 250,000,000.00 (two hundred and fifty million reais), and the Company still maintains discussions with other potential financial partners about their respective shares in the transaction, provided that the closing of the Transaction by Iguatemi PPPH is not subject to the participation of such third parties.

The investment of the financial partners and co-owners will initially take place through the subscription and payment for of Real Estate Receivables Certificates (“CRIs”) that will be backed by a debt instrument issued by Iguatemi PPPH, and such resources will be allocated to the acquisition of the Corporate Interest subject of the Transaction.

After the closing of the Transaction, a corporate reorganization will be implemented involving the companies that owns the Assets, which will allow the financial partners and co-owners to hold, as appropriate, directly or indirectly, their participation in the Shopping Pátio Higienópolis and/or in the Shopping Pátio Paulista. Iguatemi and Iguatemi PPPH will, together, hold approximately 30% (thirty percent) of the Shopping Pátio Higienópolis and Iguatemi PPPH will hold about 11% (eleven percent) of Shopping Pátio Paulista, in return for a total investment in the Transaction of approximately R\$ 700,000,000.00 (seven hundred million reais), with R\$ 490,000,000.00 (four hundred and ninety million reais) disbursed at the closing date, and the remainder disbursed in the next 24 (twenty-four) months, adjusted by CDI. The Company projects that, at the end of 2025, the Net Debt/Ebitda index will be less than 2.0x.

The Transaction was approved by the Administrative Council of Economic Defense - CADE, and the Share Purchase Agreement is still conditioned to conditions precedent usual in transactions of such nature.

The Company reiterates its commitment to keep its shareholders and the market in general informed regarding the closing of the Transaction.

The projections above represent estimates and may be affected by market factors outside of the Company’s control.

São Paulo, March 11, 2025.

Guido Barbosa de Oliveira
CFO and Investor Relations Officer