

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

MATERIAL FACT

Binding Memorandum of Understanding 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, hereby informs its shareholders and the market in general, in addition to the Material Fact disclosed on October 10, 2024, that the Company entered into a binding memorandum of understanding (“**Memorandum**”) on December 18, 2024, with BRAZIL RETAIL MULTISTRATEGY INVESTMENT FUND (“**FIP Retail**”), registered in the CNPJ/MF under nº 11.314.165/0001-54, BPY HIGI LLC, registered in the CNPJ/MF under nº 22.925.186/0001-22 (“**BPY HIGI**”), and BROOKFIELD BRAZIL HIGIENOPOLIS HOLDINGS LLC, registered in the CNPJ/MF under nº 09.470.184/0001-28 (“**BF Brazil**” and, when together with FIP Retail and BPY HIGI, the “**Sellers**”), which establishes the main basis and conditions for the acquisition of all shares and/or quotas of companies (“**Corporate Interest**”) that 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) 44.17% (forty-four decimal seventeen percent) in the expansion of Shopping Pátio Paulista, and (iii) 50.1% (fifty decimal one percent) in the main venture and expansion of Shopping Pátio Higienópolis.

The total price established in the Memorandum for the acquisition of the Corporate Interest is R\$2,585,119,000.00 (two billion, five hundred and eighty-five million, one hundred and nineteen thousand reais) (“**Acquisition Price**”), to be paid 70% (seventy percent) in cash, on the date of closing of the transaction, and the remainder in two equal annual installments adjusted by CDI.

Iguatemi will participate in the transaction through an affiliate, to be defined, and with other co-owners of the ventures and/or financial partners, including BB GESTÃO DE RECURSOS - DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS S.A., registered in the CNPJ/MF under nº 30.822.936/0001-69 (“**BB Asset**”), administrator and manager of BB PREMIUM MALLS FUNDO DE INVESTIMENTO IMOBILIÁRIO DE RESPONSABILIDADE LIMITADA, registered in the CNPJ/MF under nº 54.375.187/0001-37 (“**Fund**”), with whom a binding investment commitment (“**Firm Commitment**”) was entered into, securing the Fund a participation in the transaction with an investment of R\$800,000,000.00. (eight hundred million reais).

Iguatemi has also entered into non-binding memorandums of understanding with the financial partners identified below, establishing general principles to govern the necessary negotiations for their potential participation in the transaction: (i) XP Vista Asset Management Ltda., registered in the CNPJ/MF under nº 16.789.525/0001-98 (“**XP Asset**”); (ii) Capitânia Capital Ltda., registered in the CNPJ/MF under nº 41.793.345/0001-27 (“**Capitânia**”); and (iii) BTG Pactual Gestora de Recursos Ltda., registered in the CNPJ/MF under nº 09.631.542/0001-37 (“**BTG Gestora**”).

Additionally, Iguatemi is also in contact with other potential financial partners and co-owners regarding their participation in the transaction. The closing of the transaction is not subject to the participation of such partners.

The investment represents an entry cap rate of 7.4% on the Assets' estimated operating income (NOI) for 2025. Considering the revenues from the management of the mall, net of taxes, an implicit cap rate of 10.0%, a nominal IRR of 17.0% per year and a real IRR of 12.9% per year are estimated for the investment.

After signing the Memorandum, the Parties will negotiate in good faith, as of this date, the terms and conditions of the necessary definitive documents for the conclusion of the transaction, including, but not limited to, the share purchase agreement relating to the Corporate Interest, which must be contracted by the deadline of January 30, 2025 ("Definitive Documents").

The closing of the transaction will be subject to certain conditions precedent that are usual in transactions of this nature, such as the signing of the Definitive Documents, the absence of any legal impediments or restrictions, the approval by the Administrative Council for Economic Defense (CADE) and the express or tacit consent or waiver of the applicable preemptive right of co-owners.

The Company reiterates its commitment to keep its shareholders and the market in general informed about the progress of the transaction.

São Paulo, December 18, 2024.

Guido Barbosa de Oliveira
CFO and Investor Relations Officer