

**IGUATEMI S.A.**

CNPJ nº 60.543.816/0001-93

NIRE 35.300.027.248

**MATERIAL FACT**

**Investment Agreement regarding Shopping RIOSUL**

**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 that it has **entered into an investment agreement (“Investment Agreement”)** with Combrashop Cia Brasileira de Shopping Centers, a company registered in the CNPJ under nº 78.238.813/0001-01, with headquarters in the city of Curitiba, State of Paraná, at Avenida Candido de Abreu, nº 127, subsolo, Centro Cívico, CEP 80530-000 (“Combrashop”), in order to participate in the investment aimed at the acquisition of the totality of shares issued by BRASC RS Shopping Center S.A. (“BRASC”) held by Brazil Retail Fundo de Investimento em Participações Multiestratégia (“Seller”), which **indirectly holds a stake equivalent to 54% (fifty-four percent) of the Shopping Center Rio Sul (“Shopping RIOSUL”)**, through the exercise by Combrashop of its right of first refusal, in the same terms and conditions that were offered to Combrashop.

**Iguatemi will participate in the transaction with BB Premium Malls Fundo de Investimento Imobiliário de Responsabilidade Limitada**, a real estate investment fund, registered in the CNPJ under the nº 54.375.187/0001-37 (“BBIG FII”), initially through the subscription and payment of Real Estate Receivables Certificates (Certificados de Recebíveis Imobiliários – “CRI”).

**Iguatemi and BBIG FII have agreed to the subscription and payment of the CRI** issued by a company whose share capital is held exclusively by Combrashop, and **such resources will be allocated by Combrashop to the acquisition of BRASC shares.**

**After the transaction is consummated and certain steps provided for in the Investment Agreement are fulfilled, each party will own the following proportions of Shopping RIOSUL:**

- **Combrashop will become holder of 50.1%;**
- **Iguatemi will become holder of 16.6%;**
- **BBIG FII will become holder of 33.3%.**

The Investment Agreement provides that **Iguatemi will be hired as manager of Shopping RIOSUL**, after the conclusion of the acquisition of BRASC shares by Combrashop.

**The investment opportunity at Shopping RIOSUL is aligned with Iguatemi's strategy of being present in the main properties, in the most important markets in the country, strengthening its asset portfolio. Once this transaction is completed, Iguatemi will add to its portfolio a stake in one of the most relevant malls in the country, in the city of Rio de Janeiro, which represents the second largest GDP in Brazil.**

**Shopping RIOSUL was the first mall built in Rio de Janeiro and plays an important role in the lives of *cariocas* for over 40 years. Located less than 15 minutes from the airport, in Botafogo, one of the key neighborhoods of Rio, the development gathers several brands, services and dining options in 52 thousand square meters of GLA.**

**Its surroundings are highly distinguished, as 81% are A/B class households, with average income twice as high as the city.** Within a radius of 5 km, there are the renowned neighborhoods of Ipanema, Copacabana, Leme, Lagoa, Flamengo and Leblon, and it is also close to the main tourist sights and postcards of the city.

In recent years, Shopping RIOSUL has presented a robust financial performance, **with double-digit annual growth in net revenue between 2021 and 2023**, the result of a diversified mix of stores, services and entertainment, as well as great indicators.

**Iguatemi's investment in the transaction will be approximately R\$ 360 million, 70% of which will be paid in cash and the remainder in two equal annual installments adjusted by CDI, which represents an entry cap rate of 7.7% on the estimated net operating income (NOI) of 2024. Considering the revenues from the management of the mall, net of taxes, it is estimated an implicit cap rate of 11.0% and an IRR of 17.1% for the investment.**

**The conclusion of the transaction is subject to certain conditions precedent**, such as approval by the Administrative Council for Economic Defense - CADE.

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

São Paulo, July 08, 2024.

**Guido Barbosa de Oliveira**  
CFO and Investor Relations Officer