

CONSTRUTORA TENDA S.A.

CNPJ/MF nº 71.476.527/0001-35

NIRE 35.300.348.206

Public Company

Material Fact

Material Fact 1 – Projections (Guidance) 2025

CONSTRUTORA TENDA S.A. (B3: TEND3) (“Company” or “Tenda”), pursuant to Paragraph 4 of Article 157 of Law No. 6.404 of December 15th, 1976, and CVM Resolution No. 80 of March 29th, 2022, releases on this date its corporate guidance.

The Company's projections are based on management's expectations, internal studies conducted, and the economic and financial conditions of the market in which the Company operates. In this context, the following projections for the year 2025 have been delineated, segregated between the two operations of the Group (Tenda and Alea):

For the **Adjusted Gross Margin**, understood as the ratio between the gross result of the period and the consolidated net revenue of the period, an oscillation is estimated between a minimum of 34.0% and a maximum of 36.0% for the Tenda segment, and between a minimum of 20.0% and a maximum of 24.0% for the Alea segment.

	Adjusted Gross Margin Range (%)	
	Minimum	Maximum
Tenda	34.0	36.0
ALEA	20.0	24.0

For **Net Pre-Sales**, defined as the result of the subtraction between gross sales of the period and cancellations made during the period, adjusted for all values regarding Tenda's ownership interest, an oscillation is estimated between a minimum of R\$ 3,800.0 million and a maximum of R\$ 4,000.0 million, and for Alea an oscillation between a minimum of R\$ 700.0 million and a maximum of R\$ 800.0 million.

	<i>Net Pre-Sales Range (R\$)</i>	
	Minimum	Maximum
Tenda	3.800.0	4.000.0
ALEA	700.0	800.0

For **Net Income**, an oscillation is estimated between a minimum of R\$ 360.0 million and a maximum of R\$ 380.0 million in the Tenda segment, and between zero and R\$ 20.0 million in the Alea segment.

	<i>Net Income Range (R\$ million)</i>	
	Minimum	Maximum
Tenda	360.0	380.0
ALEA	0.0	20.0

The Adjusted Gross Margin projections highlighted above for the Tenda segment do not account for the Póde Entrar Housing Program ("Póde Entrar").

The mentioned estimates and projections are subject to various risks and uncertainties and are based on currently available information. As previously outlined, these projections are substantially dependent on market conditions, the performance of the Brazilian economy, the business sectors in which the Company operates, and international markets, and are therefore susceptible to change. In situations of substantial changes in these factors, the mentioned projections may be subject to revision.

The Company will keep its shareholders and the market informed of any review of the financial estimates released herein.

Material Fact 2 – Minority Investment in Controlled Entity

CONSTRUTORA TENDA S.A. ("Company" or "Tenda") hereby announces that, on this date, it has entered into an Investment Agreement for the subscription by an investment fund managed by Good Karma Ventures Gestora de Recursos Ltda. ("Good Karma Partners" or "GKP"), of shares representing, after subscription, 6.97% of the share capital of Alea S.A. ("Alea"), a company controlled by Tenda ("Transaction").

The Company and the Investor have agreed on Alea's enterprise value (EV) of R\$1,091,000,000.00 (one billion and ninety million Brazilian reais) for the closing. Accordingly, they have set the investment amount to be contributed by the Investor to Alea at R\$80,000,000.00 (eighty million Brazilian reais), subject to adjustments at the end of 2026. GKP's final stake is subject to an adjustment mechanism at the end of 2026, and it may range between 5.89% and 8.11%, depending on Alea's performance.

Alea has been growing significantly since inception, thanks to its innovative construction and development method. GKP's investment will support Alea's continued growth, investments and business plan over the next years.

In addition to the Investment Agreement, the Company and Woodframe Participações S.A. (a shareholder in Alea), entered into a Shareholders' Agreement with the Investor ("Shareholders' Agreement"). The Shareholders' Agreement provides GKP with certain liquidity provisions in case Alea does not go public (IPO) within a six-year horizon.

With regards to governance, the Shareholders' Agreement (i) guarantees GKP typical minority rights, including the right to appoint one (1) member to the Board of Directors, and (ii) establishes the creation of an Audit Committee and an Impact and ESG (Environmental, Social and Governance) Committee, with GKP participating in both.

The Transaction is subject to the fulfillment of customary conditions precedent for this type of transaction and is expected to occur by February 2025. Payment for the subscribed shares will be made in two installments: 50% (fifty percent) on the subscription date and the remaining 50% (fifty percent) six (6) months thereafter, with monetary correction.

Good Karma Partners is a Brazilian investment firm that invests in growing companies in the healthcare equity, climate action, and people development sectors.

Bradesco BBI acted as the exclusive financial advisor, and BMA Advogados acted as the legal advisor to Alea in the Transaction. Machado Meyer acted as the legal advisor to GKP.

São Paulo, December 16th, 2024

Construtora Tenda S.A.

Luiz Mauricio de Garcia Paula
Chief Financial and Investor Relations Officer