

**CONSTRUTORA TENDA S.A.**

CNPJ/MF nº 71.476.527/0001-35

NIRE 35.300.348.206

*Publicly-held Company***MATERIAL FACT**

**CONSTRUTORA TENDA S.A.** ("Company" or "Tenda") under the provisions of CVM Resolution No. 44, of August 23, 2021 ("CVM Resolution No. 44/21"), CVM Resolution No. 80, of March 29, 2022 ("CVM Resolution No. 80/22") and CVM Resolution No. 77, of March 29, 2022 ("CVM Resolution No. 77/22"), informs its shareholders and the market in general that its Board of Directors, at a meeting held today, resolved on:

**(i)** the early termination of the current Buyback Program for shares issued by the Company, approved on January 14, 2025, considering that the stipulated limit has been fully reached;

**(ii)** the cancellation of 516,094 (five hundred and sixteen thousand and ninety-four) common shares issued by the Company, held in treasury of which 16,094 (sixteen thousand and ninety-four) shares were already in treasury and 500,000 (five hundred thousand) shares were acquired under the Buyback Program approved at the Board of Directors' meeting held on January 14, 2025, without a reduction in share capital, specifically for the purposes of Article 9 and Article 10 of CVM Resolution No. 77, dated March 29, 2022, against the balances of available profit reserves, excluding the balances of the reserves indicated in item I of paragraph 1 of Article 8 of CVM Resolution No. 77/22. ("Share Cancellation").

**(a)** after the Share Cancellation, the Company will not hold any shares of its own issuance in treasury.

**(b)** as a result of the Share Cancellation, the Company's share capital of BRL 910,728,801.38 (nine hundred and ten million, seven hundred and twenty-eight thousand, eight hundred and one reais and thirty-eight cents) will be divided into 122,578,152 (one hundred and twenty-two million, five hundred and seventy-eight thousand, one hundred and fifty-two) common shares, all registered, book-entry, and with no par value. A General Extraordinary Meeting will be convened in due course to adjust the number of shares into which the share capital is divided, as set forth in Article 5 of the Company's Bylaws.

**(iii)** a new share buyback program issued by the Company ("Buyback Program"), in compliance with Annex G of the CVM Resolution 80, of March 29, 2022, according to the following terms and conditions:

- (a) The Buyback Program aims to maximize value generation to shareholders by efficiently managing its capital structure.
- (b) Currently, there are 122,578,152 (one hundred twenty-two million, five hundred seventy-eight thousand, one hundred fifty-two) free float common shares, all nominative, bookentry and without par value ("Free Float").
- (c) After the cancellation of the shares referred to in item (b), Tenda holds zero shares in treasury and, additionally, through four derivative instruments referenced to 11,792,100 (eleven million, seven hundred ninety-two thousand, one hundred) shares issued by the Company, as follows: (a) 4,500,000 (four million, five hundred thousand) shares with Itaú Unibanco S.A.; (b) 3,032,100 (three million, thirty-two thousand, one hundred) shares with Banco Santander (Brasil) S.A.; (c) 2,500,000 (two million, five hundred thousand) shares with Banco Santander (Brasil) S.A.; and (d) 1,760,000 (one million, seven hundred sixty thousand) shares with Banco Bradesco S.A. These shares are included in the calculation of the percentage referenced in Article 9 of CVM Resolution 77/22.
- (d) According to the terms of the Buyback Program approved, Tenda may acquire up to 176,356 (one hundred seventy-six thousand, three hundred fifty-six) shares, all nominative, bookentry and without par value subject to the limitations set forth in

- Resolution CVM 77. All purchase and sale transactions of shares issued by Tenda will be made on the B3 – Bolsa, Brasil, Balcão, at market prices.
- (e) Shares eventually purchased in connection with the Buyback Program will not alter Tenda' controlling shareholder nor its administrative structure.
  - (f) In the context of the Buyback Program, Tenda may enter into derivative agreements with Tenda' shares as underlying assets.
  - (g) The expiration date for the settlement of the transactions in connection with the Buyback Program is in 18 months from January 20<sup>th</sup>, 2024.
  - (h) Brokers that are authorized to intermediate this Buyback program are: Agora Corretora de Títulos e Valores Mobiliários S.A. and e Itaú Corretora da Valores S.A.
  - (i) The Buyback Program hereby approved aims to grant the aforementioned shares to the Company's stock grant plans.

Shares eventually purchased in connection with the Buyback Program shall be paid with income and capital reserves, except for reserves specified in article 8, paragraph 1, of Resolution CVM 77, with results from the current fiscal year except for those to be allocated as future reserves according to article 8, paragraph 1, of Resolution CVM 77.

The Board of Directors understands that the eventual implementation of this Buyback Program will not affect Tenda' capacity to fulfill its obligations nor the payment of mandatory minimum dividends, due to the liquidity situation and cash flow generation of the Company.

Finally, Tenda reiterates its commitment to maintaining its shareholders and the market informed as to the next steps of the Buyback Program and of any other matter that may be of interest to the market.

Additional information (including those subject to Annex G of RCVM 80/22), are available to shareholders on the CVM (<https://www.gov.br/cvm/pt-br>), B3 ([www.b3.com.br](http://www.b3.com.br)) and Company (<https://ri.tenda.com/>) websites.

São Paulo/SP, January 20<sup>th</sup>, 2025.

**CONTRUTORA TENDA S.A.**

**Luiz Maurício de Garcia Paula**

Chief Financial and Investor Relations Officer