

LUPATECH S.A.
CNPJ N° 89.463.822/0001-12
NIRE 35.3.0045756-1
Companhia Aberta de Capital Autorizado – B3 Novo Mercado

MATERIAL FACT

AGREEMENT FOR THE RECEIPT OF AMOUNTS ARISING FROM LITIGATION AGAINST CORDOARIA SÃO LEOPOLDO AND CORDOARIA SÃO LEOPOLDO ORIGINAL

Nova Odessa, August 18, 2025 – Lupatech S.A. (BM3: **LUPA3**) (“Lupatech” or the “Company”), in compliance with the provisions of CVM Resolution n. 44/2021, hereby informs its shareholders and the market as follows.

Further to the Material Facts disclosed to the market on August 19, 2020, May 17, 2022, and March 30, 2023, the Company announces that, on this date, it executed a settlement agreement for the receipt of amounts owed by Cordoaria São Leopoldo Ltda. (“CSL”) and Cordoaria São Leopoldo Original Ltda. (“CSLO”), with the consequent suspension of ongoing litigation.

The disputes originated from the Investment Agreement and Other Covenants entered into in 2006 for the acquisition of the offshore anchoring cable manufacturing business of the CSL Group.

In 2014, Lupatech initiated arbitration proceedings seeking the collection of contractual penalties due to the breach of a non-compete clause, having obtained, in 2020, an award in its favor with respect to the penalty claim, but adverse with respect to the ownership rights of the “CSL” trademark. Following the arbitral award, Lupatech filed (i) an enforcement action to execute the arbitral award, and (ii) an annulment action to vacate the portion of the arbitral award regarding the trademark. In parallel, CSL litigated claiming set-off of an alleged credit arising from part of the acquisition price.

The settlement agreement executed, which shall be submitted for judicial ratification, provides for:

- Full payment to Lupatech of the updated amount under the enforcement action, totaling BRL 43,704,533.03 as of July 31, 2025;
- Waiver by CSL of its claim regarding the alleged credit;
- Termination of the trademark dispute;
- Obligation of CSL and CSLO to ensure completion of the registration, in Lupatech’s name, of the real estate properties housing Lupatech’s Cables and Ropes factory in São Leopoldo, State of Rio Grande do Sul.

Payment shall be made in installments, with final maturity on December 31, 2028, and will comprise both cash payments and the transfer in payment (*dação em pagamento*) of receivables against the State of Rio Grande do Sul. The agreement also provides for the granting of real and personal guarantees in favor of Lupatech, including fiduciary assignments and transfers, mortgage, and judicial pledges over assets and rights. In the event of default, as an alternative to applicable legal remedies, Lupatech may opt for the adjudication of certain pledged assets and the reinstatement of specific obligations under the original agreement, in full settlement of the outstanding debt.

On the same date, the Company and CSLO also executed a letter of intent to evaluate potential collaboration opportunities in large anchoring projects.

Lupatech's Investor Relations Department remains available for further information.

Rafael Gorenstein
Chief Executive Officer and Investor Relations Officer

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