

LUPATECH S.A.

CNPJ No. 89.463.822/0001-12

NIRE 35.3.0045756-1

Publicly Held Company with Authorized Capital – B3 Novo Mercado

MATERIAL FACT**TENDER OFFER FOR THE SECURITIES ISSUED BY LUPATECH FINANCE LIMITED**

Nova Odessa, July 22, 2026 – The Company announces that, as of today, it has initiated a tender offer for the securities issued by its subsidiary Lupatech Finance Limited in the U.S. on November 18, 2021 (“Notes”), registered under CUSIP G57058 AD4 and ISIN USG57058AD40.

The Tender Offer covers all of the Notes issued with a principal amount of US\$14,628,203, which were issued as part of the Lupatech Group’s judicial reorganization proceedings filed in May 2015. This is an offer to purchase the Notes held by investors, with payment to be made 10% (ten percent) in cash based on the outstanding balance calculated in Brazilian reais as of the date of the Company’s filing for Out-Of-Court Reorganization (May 25, 2026), and 90% (ninety percent) through payment in kind in the form of Subscription Warrants.

The offer is the mechanism through which the Company will facilitate the participation of the Noteholders in its ongoing Out-of-Court Reorganization process. A Noteholder’s voluntary participation will enable them to receive their claim on the same terms offered to other creditors in local currency, thereby making them covered creditors subject to the Out-of-Court Reorganization Plan.

The Tender Offer will last for 20 business days, beginning on July 21, 2026 and ending on August, 17, 2026. Noteholders may accept the offer through the ATOP (Automated Tender Offer Program) system of the DTCC (Depository Trust and Clearing Corporation) via its agents (https://dtcclearing.com/helpfiles/enterprise/ptspps/Content/Topics/asset_svc/atop/atop_automated_tender_offer_program.htm).

Documents related to the Tender Offer are available on the Company’s Investor Relations website (<https://ri.lupatech.com.br/en/noteswarrants-documents>). The Out-of-Court Restructuring Plan is also available on the website (<https://ri.lupatech.com.br/en/2026-restructuring>).

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