



PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES

Public Held Company

CNPJ: 02.950.811/0001-89

NIRE 35.300.158.954 | CVM Code: 02047-8

MATERIAL FACT

Minimum Share Prices

PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES (“Company” or “PDG”), in accordance with Article 157, paragraph fourth of Law No. 6,404/76 and pursuant to the terms of CVM Rule No. 44/2021, hereby informs its shareholders and the market in general as follows:

- The Company received from B3 S.A. - Brasil, Bolsa, Balcão ("**B3**") the orientation, informing that since 03/10/2025, the shares issued by the Company remained quoted below R\$1.00 (one real) per unit, which constitutes non-compliance with Article 46 of the Issuers Regulation ("**Regulation**"). For this reason, it was requested that the Company promote this disclosure until 05/27/2024, indicating the procedures and the schedule that will be adopted to adjust the price of the shares to a level above R\$1.00 (one real), which should occur by 11/12/2025.
- In compliance with B3's solicitation, the Company informs that, in order to adjust the price of the shares to a level above R\$1.00 (one real), it intends to implement a reverse stock split ("**Split**"), whose preliminary schedule is as follows:
 - (i) **Until 09/30/2025:**
 - a. Holding a Board of Directors meeting to deliberate on the proposal for the implementation of the Split to be submitted to the Extraordinary Shareholders' Meeting ("**Split EGM**").
 - b. Holding a Fiscal Council meeting for its members to opine on the proposal for the implementation of the Split.
 - c. Disclosure of the Notice of Convocation, Management Proposal, and Distance Voting Bulletin for the Split EGM;
 - (ii) **Until 10/31/2024:**
 - a. Holding of the Split ESM on first call.



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It is reiterated that the schedule indicated above is preliminary, therefore subject to adjustments, depending on the Split proposal to be approved by the Company's Board of Directors, which will include, among other aspects: (i) the Split ratio; (ii) the treatment to be given to fractions of shares resulting from the Split; and (iii) the adequacy of the Company's Bylaws, reflecting the modification of the share capital due to the Split.

The Company will keep its shareholders and the market informed about the development of the subject matter of this material fact in the manner and within the deadlines established by the applicable legislation and regulations.

São Paulo, May 26, 2025.

MAURICIO TISO DE SOUZA

CEO and Investor Relations Officer

