



## PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES

*Publicly Held Company*

CNPJ/MF nº 02.950.811/0001-89

NIRE 35.300.158.954 | CVM Code 2047-8

### NOTICE TO SHAREHOLDERS

#### Approval of Capital Increase

**PDG Realty S.A. Empreendimentos e Participações** (“Company” or “PDG”) (B3: PDGR3), hereby informs its shareholders and the market that, at a meeting held on May 15, 2025, PDG’s Board of Directors approved, by unanimous vote and without any restriction, the Company’s capital increase approved on April 7, 2025 by the Company’s Board of Directors (“Capital Increase”).

The Capital Increase was subscribed and capitalized in the amount of R\$ 16,057,844.89 (sixteen million, fifty-seven thousand, eight hundred and forty-four reais and eighty-nine cents), through a private subscription of 15,742,985 (fifteen million, seven hundred and forty-two thousand, nine hundred and eighty-five) common, nominative shares with no par value. These shares grant the same rights as the other common shares issued by the Company and were issued at a price of R\$ 1.02 (one real and two cents) per share.

The Capital Increase was carried out through a private subscription of new shares by capitalizing credits arising from certain transactions executed after the filing for judicial reorganization, which are therefore classified as extrajudicial (extraconcursal) credits and not subject to the payment terms set forth in the Company’s judicial reorganization plan and its addendum (“Plan”), applicable to PDG and other companies in its economic group (“PDG Group”).

This Capital Increase aims to settle outstanding debts without using the Company’s cash, as agreed with the respective creditors, contributing to the reduction of indebtedness, the optimization of the capital structure, and, ultimately, the financial and economic recovery of the PDG Group.

The Capital Increase was executed through private subscription of new shares by capitalizing (i) the mandatory early redemption of 7,963 (seven thousand, nine hundred and sixty-three) commercial notes issued under the "Commercial Notes Issuance Agreement, in two series, for private placement, from the 1st (first) Issuance of PDG Realty S.A. Empreendimentos e Participações" entered into on February 7, 2025 (the "Issuance Agreement" and "Commercial Notes"), between the Company and GB Securitizadora S.A. (the "Noteholder"), as requested by the Noteholder in a notice received on April 7, 2025, in the total amount of R\$8,107,956.40 (eight million, one hundred and seven thousand, nine hundred and fifty-six reais and forty cents), corresponding to the nominal value plus interest and applicable charges; and (ii) debts under the "Private Instruments of Amendment to Deeds of Novation, Debt Confession, Promise of Dation in Payment of Units, Fiduciary Sale in Guarantee and Other Covenants", entered into between the Company, its subsidiary Goldfarb 35 Empreendimento Imobiliário Ltda., and creditors Roberto Ferrarini, Guilherme Ferrarini, Gisele Ferrarini, and Mauricio Evandro Galante, totaling R\$7,949,889.49 (seven million, nine hundred and forty-nine thousand, eight hundred and eighty-nine reais and forty-nine cents).

In accordance with article 171, paragraph 2 of the Brazilian Corporate Law, the Company's shareholders were assured preemptive rights to subscribe for shares in proportion to their shareholding, within a 30 (thirty)-day period starting from the publication date of the shareholders' notice of approval of the Capital Increase. Shareholders who validly exercised their preemptive rights paid in local currency at the time of subscription. On May 13, 2025, the subscription period expired. During this period, 63,635 (sixty-three thousand, six hundred and thirty-five) shares were subscribed by shareholders exercising their preemptive rights, resulting in 15,679,350 (fifteen million, six hundred and seventy-nine thousand, three hundred and fifty) unsubscribed shares as of that date ("Remaining Shares"). In accordance with article 171, paragraph 2 of the Brazilian Corporate Law, the amounts paid by shareholders will be proportionally allocated to the holders of the capitalized credits.

The Remaining Shares will be subscribed by the creditors mentioned above. Article 171, paragraph 7 was not applied, as it is incompatible with the nature of this Capital Increase, which does not generate unsubscribed shares in the usual sense. The payment of (i) the amounts paid by shareholders during the preemptive period and (ii) the new shares



subscribed by the creditors represents full, general, and irrevocable settlement of the Company's debt towards these creditors.

As a result of the Capital Increase, the Company's share capital increased from R\$6,611,464,672.98 (six billion, six hundred and eleven million, four hundred and sixty-four thousand, six hundred and seventy-two reais and ninety-eight cents) to R\$6,627,522,517.87 (six billion, six hundred and twenty-seven million, five hundred and twenty-two thousand, five hundred and seventeen reais and eighty-seven cents), represented by 29,691,030 (twenty-nine million, six hundred and ninety-one thousand and thirty) common, nominative shares with no par value.

The 15,679,350 (fifteen million, six hundred and seventy-nine thousand, three hundred and fifty) new common, nominative shares with no par value will be credited to the respective subscribers within 3 (three) business days following the approval of the Capital Increase.

Additional information may be requested through the Company's Investor Relations channel at: [ri@pdg.com.br](mailto:ri@pdg.com.br).

São Paulo, May 15, 2025.

**Maurício Tiso de Souza**

CEO and Investor Relations Officer