



**PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES**

*Publicly Held Company*

CNPJ (Corporate Taxpayer ID) No. 02.950.811/0001-89

NIRE 35.300.158.954 | CVM Code No. 02047-8

**MATERIAL FACT**

**New Update on Unsolicited Proposal**

**PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES** (“Company” or “PDG”), in compliance with the provisions of article 157, paragraph 4th of Law No. 6404, of December 15th, 1976, as amended, and CVM Resolution No. 44, of August 23rd, 2021, as amended, in addition to the Material Facts disclosed on February 19th, 2025, and February 21st, 2025 (“MF 02.21.2025”) regarding the non-binding proposal for the acquisition of all the shares issued by the Company (“Proposal”), hereby informs the shareholders and the market in general as follows:

After the disclosure of the MF 02.21.2025, the Company received a new communication from the sender of the Proposal informing of its withdrawal.

In this context, given the news reports on the matter, the sudden withdrawal of the Proposal by the sender and the statement from Sun Hung Kai Properties Limited denying involvement in the matter, the Company believes that it may have been a victim and that the Proposal and the communications sent by the sender may not be legitimate, but merely instruments used in an attempt to obtain undue information or advantages.

The Company reinforces that it is taking steps to verify the origin, context, and possible motivations of what happened, as well as evaluating the appropriate legal measures.

São Paulo, February 24th, 2025.

**MAURICIO TISO DE SOUZA**

Chief Executive Officer and Investor Relations Officer