



Material Fact

Brasilia, March 28, 2025.

BRB - Banco de Brasília S.A. ("BRB"; B3: BSLI3 and BSLI4), in compliance with article 157, paragraph 4 of Law No. 6404, of December 15, 1976, as amended ("**Companies Act**"), and with the Resolution of the Brazilian Securities and Exchange Commission ("**CVM**") No. 44, of August 23, 2021, informs its shareholders and the market in general that the Administrative Council unanimously approved, on this date, the execution of the share purchase and sale agreement between BRB and the controlling shareholders of Banco Master S.A. ("**Sellers**" and "**Banco Master**"), related to the acquisition by BRB of shares issued by Banco Master representing 49.0% of the common shares, 100% of the preferred shares and 58% of the total capital of Banco Master ("**Transaction**"). The Transaction is subject to approval by the Brazilian Central Bank ("**BACEN**"), the Administrative Council for Economic Defense ("**CADE**") and other regulatory approvals.

1. Operation Premises

The Transaction aims to incorporate Banco Master into Banco BRB's Prudential Conglomerate, in line with its strategy to expand and strengthen its position in the financial market. The new prudential conglomerate aims to strengthen joint operations in the market, through the complete offering of banking, security, payment and investment products and services to natural persons and legal entities, a national presence and a governance structure, capital, liquidity, profitability and regulatory compliance compatible with the size of the new conglomerate.

The Transaction has as its strategic pillars the complementarity of businesses; the solidity, liquidity, capital and profitability of the new prudential conglomerate; regulatory compliance, with the increase in the combined regulatory capital of the conglomerate; access to specialized resources; strengthening of governance, through participation in strategic and executive governance bodies of the conglomerate and on the boards and management of Banco Master; and the operation of both under the single BRB brand.

The companies will maintain the structures of separate companies (stand alone), with shared governance, expertise, synergies and strategic and operational coordination.

Banco BRB, which has evolved from a regional institution focused on payroll-linked loans to a national bank with a full portfolio, stands out for its robustness and growing presence. With 8.9 million customers, R\$61 billion in assets and operations in 20 states, BRB consolidates its national presence in retail banking, real estate credit, agribusiness, public sector, payment methods, insurance and investments. Banco Master, in turn, brings together expertise in payroll-linked credit cards, foreign exchange, capital

markets and wholesale, areas in which it has shown significant growth in recent years. This specialization complements BRB's structure, expanding the scope and diversification of the services offered.

Will Bank, the digital bank of the Master Group, expands the conglomerate's digital presence, enabling faster and more efficient service to low-income consumers. Its operations strengthen the financial inclusion strategy and enhance the profitability of the customer base.

This synergy between BRB, Banco Master and Will Bank creates a complete financial ecosystem, integrating brand strength, expertise in strategic segments and digital innovation to offer increasingly accessible and efficient solutions to the Brazilian market.

The Transaction will be preceded by a corporate reorganization of Banco Master, so that certain non-strategic assets and liabilities, including equity interests in subsidiaries, will be segregated from Banco Master prior to the Transaction. ("**Reorganization**").

After the Reorganization and on the closing date of the Transaction, Banco Master will have as its subsidiaries only the following companies: Banco Master Múltiplo S.A. (and its subsidiaries Will Holding Financeira S.A., Will Financeira S.A. – Crédito Financiamento e Investimento and Will Produtos Ltda.) and Maximainvest Securitizadora S.A..

2. Price

The acquisition price to be paid by BRB to the Sellers in the Transaction will be equivalent to 75% of the consolidated net equity of Banco Master, calculated in accordance with audited financial statements, adjusted for any write-offs of assets or recognition of entries in Banco Master's balance sheet carried out by the accounting and financial due diligence of Price Waterhouse Coopers ("PwC") and assessed by risk assessment in the context of legal due diligence, in proportion to the interest in the total share capital acquired by BRB ("**Acquisition Price**").

The Acquisition Price will be paid by BRB to the Sellers as follows: (i) 50% will be paid in cash on the closing date of the Transaction; (ii) at least 25%, and up to 50%, to be determined by the conclusion of the Master Bank's due diligence by BRB, will be retained by BRB and deposited in an escrow account for the purpose of guaranteeing the Sellers' indemnity obligations provided for in the Purchase and Sale Agreement; and (iii) if the amount retained as per item (ii) is less than 50%, the remainder will be paid on the 2nd anniversary of the closing date of the Transaction.

3. Condition Precedent

The closing of the Transaction is subject to, among other conditions precedent, (i) the conclusion to BRB's satisfaction of the due diligence on the assets and liabilities of Banco Master that are part of the perimeter of the Transaction; (ii) the conclusion of the Reorganization of Banco Master; (iii) obtaining the applicable authorizations from BACEN - Brazilian Central Bank, including the authorization for the formation of the combined prudential conglomerate between Banco Master and BRB led by BRB, (iv) the approval of the processes of homologation of capital increases of BRB and Banco

Master, currently under analysis by BACEN, (v) obtaining the applicable antitrust approvals, including CADE - Administrative Council for Economic Defense and BACEN - Brazilian Central Bank, and other approvals from control bodies.

4. Shareholders Agreement and Operating Agreement

On the closing date of the Transaction, BRB and the Sellers will sign a shareholders' agreement to regulate the governance of Banco Master, in order to maintain cohesive governance and alignment of long-term interests, with the provision of BRB's participation in the governance bodies of Banco Master, especially the Administrative Council, Executive Board, Audit Committee and Risk, Controls and Capital Committee.

BRB will have the right to an affirmative vote for the purposes of approving certain matters within the scope of the Ordinary General Meeting and the Administrative Council, including matters essential to the proper functioning of the prudential conglomerate led by BRB. Furthermore, on the closing date of the Transaction, BRB, Banco Master and the Sellers will enter into an operational agreement to regulate the operation of the prudential conglomerate, including the terms and conditions for the exploration of each line of business by the members of the conglomerate; customers and products; risks, controls, capital and liquidity; finance, accounting and IR; brands and agreements, among others.

5. Other Considerations

The Parties are making efforts to sign contractual instruments that accurately reflect the terms approved by the BRB Administrative Council.

BRB will keep its shareholders and the market duly informed about the developments of the Transaction, in accordance with applicable legislation and regulations.

BRB - Banco de Brasília S.A.

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