

**BANCO PINE S.A.**  
CNPJ/MF No. 62.144.175/0001-20  
NIRE 35300525515

Publicly Held Company

#### MATERIAL FACT

**Banco Pine S.A.** (B3: PINE4) ("Company"), in compliance with article 157, paragraph 4, of the Brazilian Law No. 6,404, of December 15, 1976, as amended, and article 2 of the Brazilian Securities Commission (*Comissão de Valores Mobiliários* or "CVM") Resolution No. 44, of August 23, 2021, hereby informs its shareholders and the market in general as follows.

In light of the news published on the date hereof, in the Brazilian news vehicle *Valor Econômico*, under the title "Exclusive: Banco Pine structures share offering, sources say," ("*Exclusivo: Banco Pine estrutura oferta de ações, dizem fontes*") the Company clarifies that it continuously monitors the capital markets conditions, including the liquidity of its shares, as part of its financial and capital management. In this context, the Company regularly evaluates alternatives that may contribute to strengthening its shareholder base and increasing the liquidity of its shares, which may include conducting a primary follow-on offering of its shares, in an initial aggregate amount of R\$275 million, which may be increased with the placement of additional shares.

The Company clarifies that, should such potential offering be implemented, priority rights will be granted to the Company's existing shareholders for the subscription of shares through a priority offering, in accordance with the applicable laws and regulations. In case the potential offering is conducted, and in connection with the priority offering, the Company's controlling shareholder may subscribe for and pay in shares at the price per share to be set according to the bookbuilding process to be carried out pursuant to the applicable laws and regulations, in an aggregate amount of up to 20% of the base offering.

As of this date, there has been no approval or decision regarding a potential offering, nor has any structure, volume, or timeline been defined. The consummation of a potential offering, as well as the determination of its terms and conditions, is subject to various factors, including the conditions of the Brazilian and international capital markets, obtaining the necessary approvals (including corporate approvals), favorable political and macroeconomic circumstances, and investor interest, among other factors beyond the Company's control. Accordingly, as of this date, no offering of shares or any other securities of the Company is being carried out in Brazil or any other jurisdiction.

**A potential offering, a priority offering and the securities mentioned in this Material Fact have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("Securities Act") or any other U.S. federal or state securities law, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements under the Securities Act.**

**This Material Fact is for informational purposes only and does not constitute an offer to sell securities, in Brazil or abroad, including in the United States or in any other jurisdiction. This Material Fact shall not, under any circumstances, be considered and/or construed as, nor constitute, an investment recommendation or offer to sell, solicitation or offer to buy any securities issued by the Company.**

The Company will keep its shareholders and the market in general informed about any relevant developments regarding the matters addressed herein, in accordance with applicable laws and regulations, through its usual channels for disclosure of periodic and occasional information, the websites of the CVM ([www.gov.br/cvm](http://www.gov.br/cvm)), the São Paulo Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) ([www.b3.com.br](http://www.b3.com.br)), and the Company ([pine.com/en/investor-relations/](http://pine.com/en/investor-relations/)).

São Paulo, February 9, 2026

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**Noberto Pinheiro Jr**  
Investor Relations Officer