

BANCO PINE S.A.

Publicly Held Company
CNPJ/MF No. 62.144.175/0001-20
NIRE 35300525515

Banco Pine S.A. (B3: PINE4) (“**Company**”), in compliance with article 157, paragraph 4, of the Brazilian Law No. 6,404, dated December 15, 1976, as amended, and the provisions of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*, or “**CVM**”) Resolution No. 44, dated August 23, 2021, further to the material fact disclosed by the Company on February 9, 2026, hereby informs its shareholders and the market in general that the Company is launching a primary follow-on public offering (“**Offering**”) of, initially, 21,860,095 preferred shares of the Company to certain institutional investors in Brazil, to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) in the United States of America and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act), pursuant to CVM Resolution No. 160, dated July 13, 2022 (“**CVM Resolution 160**”) and in accordance with applicable laws and regulations. The initial number of preferred shares to be sold by the Company in the Offering may be increased by up to 9,936,406 additional preferred shares. The price per preferred share to be sold by the Company in the Offering will be determined by the Company’s board of directors after the conclusion of the bookbuilding process. The price per preferred share will not be indicative of prices that will prevail in the secondary market after the Offering.

The capital increase of the Company for the issuance of preferred shares to be sold in the Offering is subject to the prior approval by the Central Bank of Brazil (*Banco Central do Brasil*, or “**Central Bank**”). The capital increase will be made concurrently with the pricing of the Offering and, as a result, such approval will likely not be obtained until after the settlement date of the Offering. Accordingly, investors who participate in this Offering will initially receive subscription receipts (each subscription receipt representing one preferred share of the Company). Upon approval by the Central Bank, the subscription receipts will be automatically converted into the underlying preferred shares of the Company. We are unable to estimate if and when the Central Bank will approve our capital increase.

The pricing of the Offering is expected to occur on March 3, 2026. The beginning of trading of the subscription receipts representing preferred shares sold by the Company in the Offering on the Brazilian Stock Exchange (*B3 S.A. – Brasil, Bolsa, Balcão*, or “**B3**”) is expected to occur on March 5, 2026, and the settlement of the Offering, with the delivery of subscription receipts to investors, is expected to occur on March 6, 2026. There will be no stabilization of the price of the preferred shares or the subscription receipts in connection with the Offering and, consequently, the price of the preferred shares or the subscription receipts on the B3 may fluctuate significantly.

In order to comply with Brazilian laws and regulations and to ensure the participation of existing shareholders in the Offering, a priority right will be given to existing shareholders of the Company to subscribe for up to all of the preferred shares to be sold by the Company in the Offering pro rata to their shareholdings in the Company’s capital (the “**Priority Offering**”). Therefore, all of the preferred shares to be sold by the Company in the Offering will be offered to existing shareholders first pursuant to the Priority Offering. The controlling shareholder of the Company has expressed its intention to exercise its priority rights to subscribe for and pay in, at least, 4,372,019 preferred shares in connection with the Priority Offering, representing, at least, 20% of the base offering (i.e. excluding additional shares), at the price per preferred share to be determined through the bookbuilding process, in accordance with applicable laws and regulations.

In connection with the Offering, the board of directors of the Company will deliberate the opening of a period for the voluntary conversion of existing preferred shares of the Company into common shares of the Company, in the proportion of one preferred share for one common share (the “**Share Conversion**”). In the context of the Share Conversion, the controlling shareholder of the Company will request the conversion of the number of existing preferred shares held by it necessary to enable the issuance of the preferred shares to be sold by the Company in the Offering, and to ensure compliance with the limit required under Brazilian Corporations Law, according to which preferred shares without voting rights may not exceed 50% of the total share capital of the Company.

Following completion of the Offering and Share Conversion, the Company expects to approve a program for the issuance of units representing shares of the Company, at a composition ratio to be determined at a later date (“**Units Program**”). There is no assurance that the Units Program will be implemented, or as to its timing or final terms.

THE OFFERING, THE PRIORITY OFFERING, THE SHARE CONVERSION, THE UNITS PROGRAM AND THE SECURITIES MENTIONED IN THIS MATERIAL FACT HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT, OR ANY OTHER U.S. FEDERAL AND STATE SECURITIES LAWS, AND THE SECURITIES MENTIONED IN THIS MATERIAL FACT MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES OF AMERICA OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT), UNLESS PURSUANT TO A REGISTRATION STATEMENT OR IN TRANSACTIONS EXEMPT FROM, OR NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE U.S. STATE SECURITIES LAWS.

This material fact notice is disclosed for informative purposes only and the information contained herein (i) shall not, under any circumstances, be construed as, nor constitute, an investment recommendation, an offer to sell or the solicitation of an offer to purchase any of the Company’s securities, including the preferred shares, in the United States of America, Brazil or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction; and (ii) is not intended to be published or distributed, directly or indirectly, in the United States of America or in any other jurisdiction.

The Company will keep its shareholders and market in general informed about any developments or resolutions in respect of the Offering, in accordance with the applicable laws and regulations.

São Paulo, February 23, 2026.

Noberto Pinheiro Jr.
Investor Relations Officer