



## BANCO PINE S.A.

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

### MATERIAL FACT

**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 (“**Brazilian Corporations Law**”), 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 facts disclosed by the Company on February 9 and 23, 2026, hereby informs its shareholders and the market in general that, in connection with its primary follow-on offering of preferred shares launched on February 23, 2026 (“**Offering**”), on the date hereof, the board of directors of the Company approved, among other matters, (i) the Offering price per preferred share at R\$11.25 and (ii) subject to the approval by the Central Bank of Brazil (*Banco Central do Brasil*, or “**Central Bank**”), the issuance of 21,860,095 preferred shares of the Company and, consequently, the Company’s capital increase in an aggregate amount of R\$245,926,068.75, within the Company’s authorized capital (“**Capital Increase**”).

Considering the Capital Increase was approved, by the Company’s board of directors, concurrently with the pricing of the Offering, the approval of the Capital Increase by the Central Bank will likely not be obtained until after the settlement date of the Offering. Accordingly, investors who participated in the Offering will initially receive subscription receipts (each subscription receipt representing one preferred share of the Company). In up to 10 calendar days following approval of the Capital Increase by the Central Bank, such subscription receipts will be automatically converted into the underlying preferred shares of the Company. The Company is unable to estimate if and when the Central Bank will approve the Capital Increase.

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

The Offering was made to certain institutional investors in Brazil pursuant to CVM Resolution No. 160, dated July 13, 2022, 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), and in accordance with applicable laws and regulations.

In order to comply with Brazilian laws and regulations, a priority right was given to existing shareholders of the Company as of February 20, 2026 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 as of February 27, 2026 (the “**Priority Offering**”). In the context of the Priority Offering, the Company’s controlling shareholder subscribed for 5,400,000 preferred shares of the Company, totaling an aggregate amount of approximately R\$60.8 million.

In addition, at the same meeting mentioned above, the board of directors of the Company approved 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 him necessary to enable the effective 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. The conversion period comprises five business days, from March 3 (including) through March 9, 2025 (including). During this period, holders of existing preferred shares may elect to convert their preferred shares into common shares. Requests for Share Conversion will be fulfilled proportionally among all shareholders who submit a valid request.

**THE OFFERING, THE PRIORITY OFFERING 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, March 3, 2026.

**Noberto Pinheiro Jr.**  
Investor Relations Officer