# GRENDENE S.A.

*Listed Company with Authorized Capital – CNPJ/MF Nº. 89.850.341/0001-60 - NIRE Nº. 23300021118-CE*

# MATERIAL FACT

Grendene S.A. ("**Grendene**" or the "**Company**") (B3: GRND3), in compliance with paragraph 4 of article 157 of Law No. 6,404 of December 15, 1976, as amended ("**Brazilian Corporate Law**"), and CVM Resolution No. 44 of August 23, 2021, hereby informs its shareholders and the market in general that, as resolved at the Company's Board of Directors Meeting held on this date, the creation of a new program for the repurchase of registered common shares without par value representing the Company's capital stock ("**New Share Repurchase Program**") has been approved, without reducing the capital stock, to be held in treasury, for subsequent sale and/or cancellation, with the specific purpose of fulfilling the future options to be granted and exercisable by its executives within the scope of the Company's Stock Option Plan, in accordance with the conditions established in the Company's Stock Option Grant Plan Regulations. The New Share Repurchase Program will have the following characteristics:

**a)** Acquisition/Repurchase Limit: Observing the provisions of Article 9 of CVM Resolution No. 77 of March 29, 2022, as amended ("RCVM 77/22"), and the Company's shareholding composition on November 5, 2026: Up to 5,000,000 (five million) registered common shares without par value issued by the Company, corresponding to 2.17% (two point seventeen percent) of the outstanding shares.

**b)** Maximum acquisition/Repurchase period: 364 (three hundred sixty-four) days.
Start: November 6, 2026.
End: November 4, 2027.

**c)** The Company's total share capital consists of 902,160,000 (nine hundred and two million, one hundred and sixty thousand) registered common shares, book-entry shares with no par value, of which, as of September 30, 2026: **(i)** 230,873,273 (two hundred and thirty million, eight hundred and seventy-three thousand, two hundred and seventy-three) common shares issued by the Company and outstanding; and **(ii)** 671,286,727 (six hundred and seventy-one million, two hundred and eighty-six thousand, seven hundred and twenty-seven) common shares issued by the Company held by the Company's controlling shareholders and management. There are no shares held in treasury on this date.

**d)** The acquisitions/repurchases will be made at market price and exclusively on the stock exchange market where the Company's common shares are admitted to trading, through the following financial institution: Ágora Corretora de Títulos e Valores Mobiliários S.A., located at address: Av. Paulista, 1450, 3º andar, Bela Vista, São Paulo, SP, registered in the CNPJ/MF (National Registry of Legal Entities) under No. 74.014.747/0001-35.

Additional information regarding the approved New Share Repurchase Program, including those required by RCVM 77/22 and annex G of CVM Resolution No. 80 of March 29, 2022, as amended, are available to shareholders in Annex I of this Material Fact at the Company's headquarters, on the Company's website (https://ri.grendene.com.br), the CVM - Brazilian Securities Commission website (https://www.gov.br/cvm/pt-br), and the B3 website (https://www.b3.com.br).

The Company will keep its shareholders and the market duly informed about any latest information or relevant developments on the matters addressed herein.

Sobral, Ceará, November 5, 2026.

**Alceu Demartini de Albuquerque**
Investor Relations Officer
Grendene S.A.

# ANNEX I

**Annex G of the CVM Resolution No. 80/22 of March 29, 2022, as amended.**

*Trading of Own Shares*

**1. Justify in detail the purpose and the expected economic effects of the operation.**

The operation aims to use available resources for the acquisition/repurchase of outstanding common shares issued by the Company in the market, without reducing the capital stock, to be held in treasury, for subsequent sale and/or cancellation, for the specific purpose of fulfilling future options to be granted and exercisable by its executives under the Company's Stock Option Plan, in accordance with the conditions established in the Company's Stock Option Grant Plan Regulations ("Operation(s)" or "New Share Repurchase Program"). The Company's Board of Directors understands that the acquisition/repurchase in the market of common shares issued by the Company is the best way to achieve this purpose.

**2. Inform the quantities of shares (i) in circulation and (ii) already held in treasury.**

According to Article 1, Sole Paragraph, Item I of CVM Resolution No. 77 of March 29, 2022, as amended ("RCVM 77/22"), on this date, the total number of common shares issued by the Company (i) outstanding is 230,873,273 (two hundred and thirty million, eight hundred and seventy-three thousand, two hundred and seventy-three); and (ii) there are no shares held in treasury.

**3. Inform the number of shares that can be acquired or disposed.**

The acquisition/repurchase limit, observing the provisions of Article 9 of RCVM 77/22, is up to 5,000,000 (five million) registered common shares without par value issued by the Company, corresponding to 2.17% (two point seventeen percent) of the outstanding shares.

**4. Describe, if applicable, the main characteristics of the derivative instruments that the company will use.**

The Company will not use derivative instruments in the Operation.

**5. Describe, if applicable, any existing voting agreements or rules between the company and the transaction counterparty.**

The acquisition/repurchase of shares issued by the Company will be carried out at market prices and exclusively through operations on the Stock Exchange (B3). Therefore, there are no agreements or voting guidelines between the Company and counterparties in the Operation.

**6. In the hypothesis of operations conducted outside organized securities markets, inform:**

**a) the maximum (minimum) price at which the shares will be acquired (disposed); and**

Not applicable, as the acquisition/repurchase of shares issued by the Company will be carried out through operations on the Stock Exchange at market prices.

**b) if applicable, the circumstances that justify the execution of the transaction at prices more than 10% (ten percent) higher, in the event of an acquisition, or more than 10% (ten percent) lower, in the case of a sale, than the average volume-weighted quote in the 10 (ten) most recent trading sessions.**

Not applicable, as the acquisition/repurchase of shares issued by the Company will be carried out through operations on the Stock Exchange at market prices.

**7. Specify, if applicable, the impact of the negotiation on the composition of the company's share capital or its administrative structure.**

The Company does not estimate any impacts on its administrative structure due to the acquisition/repurchase of shares issued by it, nor any impacts on the composition of its shareholding control, as it has a defined control block.

**8. Name the counterparties, if known, and provide the information needed by Article 9 of CVM Resolution No. 81 of March 29, 2022, in the case of a party related to the company, as defined by accounting standards regulating this subject.**

The acquisition/repurchase of shares issued by the Company will be carried out through operations on the Stock Exchange (B3) at market prices, where the counterparties are not known.

**9. If applicable, specify the destination of the earned resources.**

Not applicable.

**10. Specify the maximum settlement period for authorized transactions.**

Maximum acquisition/repurchase period: 364 (three hundred sixty-four) days from November 6, 2026, to November 4, 2027.

**11. Identify the institutions that will act as intermediaries, if any.**

The acquisition/repurchase operations of shares issued by the Company will be carried out on the B3 S.A. – Brasil Bolsa Balcão ("B3") trading floor, with the intermediation of the following financial institution: Ágora Corretora de Títulos e Valores Mobiliários S.A., located at Av. Paulista 1450, 3º andar, Bela Vista, in the city of São Paulo, SP, registered with CNPJ/MF under No. 74.014.747/0001-35.

**12. Specify the available resources to be used, pursuant to Article 8, Paragraph 1, of CVM Resolution No. 77 of March 29, 2022.**

According to the most recent financial information on this date, the Company has available resources amounting to R$ 14,412,506.01 (fourteen million, four hundred and twelve thousand, five hundred and six Brazilian reais and one cent) in its reserve account for share acquisition (Profit Reserve).

**13. Explain why the board of directors is certain that the share repurchase will not compromise the fulfillment of commitments to creditors or the payment of fixed, minimum, or statutory dividends.**

The members of the Board of Directors understand that the current financial situation of the Company is compatible with the possible execution of the New Share Repurchase Program under the approved conditions, without any anticipated impact on the fulfillment of obligations assumed with creditors nor on the payment of fixed or minimum mandatory dividends. This conclusion results from the evaluation of the potential financial amount to be employed in the New Share Repurchase Program when compared to (i) the level of obligations assumed with creditors; and (ii) the unrestricted amount available in cash, cash equivalents, and financial investments of the Company.