

**ALPHAVILLE S.A.**  
Publicly Held Company  
CNPJ/MF: 16.811.931/0001-00  
NIRE: 35.300.442.296

## **MATERIAL FACT**

### **Minimum Trading Price Non-Compliance**

**Alphaville S.A.** (B3:AVLL3) (“Company” or “Alphaville”), pursuant to Article 157, paragraph 4, of Law No. 6,404/76 and CVM Resolution No. 44/21, informs its shareholders and the market in general of the following. On February 3, 2026, the Company received from B3 S.A. – Brasil, Bolsa, Balcão (“B3”) a notification of Non-Compliance with the Minimum Trading Price (“Notification”), informing that, since December 17, 2025, the shares issued by the Company have been traded below R\$1.00 (one Brazilian real) per share, which constitutes non-compliance with Article 46 of B3’s Issuers’ Regulation (“Regulation”).

Pursuant to the Notification, B3 requested that the Company disclose to the market, by February 18, 2026, the schedule and procedures to be adopted to regain compliance with the minimum trading price requirement, which must occur by June 17, 2026.

In compliance with the Notification, the Company informs that it intends to implement a reverse stock split of its issued shares, at a ratio to be defined in due course, without modification to the amount of its share capital.

The reverse stock split will be submitted for approval at an extraordinary general meeting of the Company, to be held jointly with its annual general meeting, currently expected to occur on April 30, 2026, in accordance with the following preliminary timetable:

- By March 31, 2026: approval of the call notice convening the extraordinary general meeting to resolve the reverse stock split and disclosure of the respective meeting materials, together with the materials of the annual general meeting.
- By April 30, 2026: holding of the general meeting, on first call, to resolve on the proposed reverse stock split.
- Date to be defined: following approval at the meeting, commencement of a 30-day period for shareholders to adjust their shareholdings into round lots, in accordance with the reverse stock split ratio.

- Date to be defined: following the end of the adjustment period, effectiveness of the reverse stock split and auction of fractions (if applicable).

The timetable above is preliminary and may be revised. Should the Company regain non-compliance be remedied pursuant to B3's Issuers' Regulation, the decision to implement the reverse stock split may be reconsidered.

The Company will keep its shareholders and the market duly informed in accordance with the applicable laws and regulations.

São Paulo, February 13, 2026.

**Eduardo Ramos Canonico**  
Financial and Investor Relations Officer