Cogna Educação S.A. and subsidiaries

Individual and consolidated financial statements for the year ended December 31, 2024

KPDS 1452305

Contents

MANAGEMENT REPORT

To the Shareholders,

In compliance with legal provisions, the Management of Cogna Educação S.A. – "Cogna" or "Company" – is pleased to present the Management Report and the Financial Statements of the Company for the fiscal year ended December 31, 2024, compared to 2023. The consolidated financial statements were prepared and are being presented as the accounting practices adopted in Brazil, including the pronouncements issued by Accounting Pronouncement Committee (CPC). Moreover, they have been prepared and are presented in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

ABOUT COGNA EDUCAÇÃO

Cogna Educação is one of the largest private educational organizations in the world. In the market for more than 55 years, the Company operates in all Brazilian states and different education segments, with a full platform of services and content offered in different business models, Cogna has On Campus and Digital higher education students in Kroton vertical and Graduate in the Platos vertical. In Basic Education, we have Vasta, which serves students through associated schools using the core and complementary content solutions and our Saber vertical, which serves schools with the National Book and Textbook Program (NBTP).

NOTE

The Company's operating and financial information for 2024, unless otherwise indicated, is presented based on consolidated figures, including continued and discontinued operations, in thousands of reais, in accordance with the Brazilian corporate law and practices adopted in Brazil, already in compliance with the international accounting standards (*IFRS Accounting Standards*), whose comparisons are based on the same period in 2023. With the aim of aiding users in reading this information, below is the combined result of the continued and discontinued operation:

R$'000	Consolidated (Continued operation)		Consolidated (Continued and discontinued operation)	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Net revenue from sales and services	**6,390,593**	**5,814,798**	**6,422,449**	**5,895,488**
Cost of sales and services				
Services	(1,628,621)	(1,450,369)	(1,603,706)	(1,450,369)
Sales	(484,479)	(658,843)	(534,309)	(701,013)
	(2,113,100)	**(2,109,212)**	**(2,138,015)**	**(2,151,382)**
Gross profit	**4,277,493**	**3,705,586**	**4,284,434**	**3,744,106**
Operating expenses				
Commercial expenses	(768,095)	(702,994)	(772,517)	(712,039)
General and administrative expenses	(1,562,979)	(1,766,613)	(1,570,069)	(1,782,332)
Impairment losses on trade receivables	(575,612)	(446,445)	(585,926)	(448,116)
(Reversal) of impairment losses on intangible assets	-	-	-	36,678
Other operating income	17,122	35,466	84,572	35,466
Other operating expenses	(23,661)	(74,184)	(78,514)	(74,184)
Share of (loss) equity-accounted investees	(12,300)	(18,656)	(11,712)	(16,404)
Profit before finance result and taxes	**1,351,968**	**732,160**	**1,350,268**	**783,175**
Finance result				
Finance income	536,486	388,361	559,564	392,423
Finance costs	(1,225,624)	(1,292,099)	(1,246,060)	(1,295,279)
	(689,138)	**(903,738)**	**(686,496)**	**(902,856)**
Profit (loss) before income tax and social contribution	**662,830**	**(171,578)**	**663,772**	**(119,681)**
Income tax and social contribution				
Current	202,151	12,166	200,587	10,017
Deferred	129,940	(307,914)	127,272	(401,689)
	332,091	**(295,748)**	**327,859**	**(391,672)**
Profit (loss) from continued operations	**994,921**	**(467,326)**	**991,631**	**(511,353)**
Loss from discontinued operations	(3,290)	(44,027)	-	-
Profit (loss) for the year	**991,631**	**(511,353)**	**991,631**	**(511,353)**
Attributed to:				
Controlling shareholders	879,871	(492,879)	879,871	(492,879)
Non-controlling shareholders	111,760	(18,474)	111,760	(18,474)

MESSAGE FROM MANAGEMENT

FINANCIAL HIGHLIGHTS

Net Revenue: In the fourth quarter of 2024, Net Revenue reached R$ 2,160.6 million, a 13.2% increase versus 4Q23. In 2024, Net Revenue grew 8.9%, reaching R$ 6,422.4 million;

Recurring EBITDA: In 4Q24, Recurring EBITDA reached R$ 812.3 million, showing 47.2% growth, the fifteenth consecutive quarter of increase in Company's value generation. In 2024, Recurring EBITDA reached R$ 2,174.4 million, with a 25.2% growth compared to 2023;

Recurring EBITDA Margin: Recurring EBITDA margin in the quarter grew 8.7 p.p. and reached 37.6%. In 2024, we delivered an important efficiency gain, with a 4.4 p.p. expansion in the margin, which reached 33.9%;

Net Income: In 2024, Net Income was R$ 879.9 million. With this result, the Company will once again distribute dividends;

Free Cash Generation: In the quarter, Free Cash Generation after Capex and Debt Service was positive at R$ 199.4 million, accounting for an increase of 34.6%. In the year, Free Cash Generation was R$ 395.4 million;

Operating cash generation (OCG): Post-Capex Operating Cash Generation (OCG) was R$ 337.3 million in the quarter. In the year-to-date, OCG after Capex reached R$ 1,044.6 million, growth of 16.9% vs. 2023.

Net Debt/EBITDA 12M: Company's net debt decreased R$ 397.1 million or 12.1% compared to 4Q23, from R$ 3,277.6 to R$ 2,880.5 million, a positive result mainly due to the company's cash generation for the period.

Leveraging: The company's leverage reached 1.35× in 4Q24.

COGNA

Achievement of Recurring EBITDA and Post-Capex Cash Generation guidance, ending Cogna's turnaround cycle

For the past four years, Cogna has been dedicated to providing innovative, quality educational solutions for students, schools and governments. We are proud to announce that we achieved our guidance for Recurring EBITDA and Post-Capex Operating Cash Generation this quarter, consolidating our position in the market, demonstrating the intrinsic potential of Cogna's assets, the clarity of the strategy to be implemented, the management's competence, the Company's ability to adapt and the resilience of a team of over 24,000 employees.

Over this period, we have seen a solid and consistent evolution in our operating and finance results. The focus on efficient processes and excellence in the delivery of our services has been the pillar of our trajectory. With a simple but well-executed strategy, we managed not only to achieve but exceed the targets set, making a significant impact on the education sector.

This is just the beginning of a transformation and growth journey, and we remain committed to continuing to innovate and contribute to the development of quality education accessible to everyone. We remain attentive to opportunities and challenges, with the certainty that executing a simple but effective strategy is the path to an even more promising future.

Growth: double-digit growth in Kroton and Vasta's Revenues offset Saber's seasonality

At Kroton, Net Revenue grew by double digits in the quarter (+15.9%), as a result of the Company's continued ability to stack up growing inflows of fundraising revenue, the improvement in re-enrollment due to greater academic engagement, the financial quality of the student base and the adjustment of the discount line for inactive students. In 2024, Kroton's Net Revenue grew 11.4%, reaching R$ 4.1 billion.

In Vasta, Total Net Revenues grew 26.1% in the first quarter of the 2025 intake cycle, with sales in educational solutions for Governments (B2G) of R$ 35.8 million, Subscription Revenues grew 20.3% and Non-Subscription Revenues grew 11.6%. Vasta's Total Net Revenue in 2024 reached R$ 1.7 billion.

In Saber, Net Revenue from sales of Soluções Acerta Brasil grew 92.2% and Idiomas grew 75.4% in the quarter and partially offset the fact that the commercial calendar of the National Book and Textbook Program (NBTP) does not include the New Purchase modality in 2024. As a result, Saber's Net Revenue was 5.5% lower in 4Q24 vs. 4Q23. In the year-to-date, Net Revenue dropped 3.5%, considering the reduction of the NBTP in 2024 and the sale of higher education textbook operations (SETS), completed in May 2024.

Efficiency: achieving the guidance of Recurring EBITDA and Operating Cash Generation after Capex

Cogna ended the year 2024 achieving the Recurring EBTIDA guidance, with Recurring EBTIDA of R$ 2,174.4 million. This result was only possible due to our ongoing search for increased efficiency, through changes in the operating model, processes and systems, as well as the adoption of new technologies

In 4Q24, the growth in Recurrent EBITDA at Cogna was 47.2% and reached R$ 812.3 million. This growth came mainly from efficiency gains in all business units. There was also a reversal of contingencies of around R$ 27 million, which impacted part of Vasta and Saber's result.

Reversals of contingencies occurred due to Income Tax proceedings on goodwill. Until 2023, the lawyers' opinion indicated a probable loss, but throughout 2024, based on legislative changes, favorable decisions in lawsuits by the Company and third parties, we had a review of the prognosis, where the lawyers assessed that the lawsuits currently had the possibility of a favorable outcome. Therefore in accordance with the accounting practices adopted in Brazil, the contingencies were reversed. These reversals impacted the result in three ways: part of the income tax and part of the fine influenced EBITDA (Vasta and Saber), while interest impacted the finance result.

Post-Capex Operating Cash Generation (OCG) was one of the main highlights of the 2024 result, as the company fulfilled its commitment to achieving the guidance by realizing R$ 1,044.6 million, accounting for an increase of 16.9% compared to the same period of 2023. In three years, we have seen our Operating Cash Generation grow 111.4%, compared to the 2021 result of R$ 494.1 million.

The strong result with the achievement of guidance in 2024 reinforces our optimism regarding the Company's cash generation capacity and our results with the liability management actions carried out in recent years.

Experience: focus on delivering the best experience for our students

In 2024, the ongoing improvement of our students' experience at Kroton was widely recognized, winning 10 important awards in the market. Cogna stood out at the MESC, receiving two awards: "Best in Customer Satisfaction in Segment" and "100 Best Companies in Customer Satisfaction in Brazil." In the Consumidor Moderno/CX Brain study, we were recognized as "The Company that Most Respects the Consumer in the Segment." Furthermore, we were semi-finalists at Gartner with the Pixel Case, which uses AI to optimize document analysis and reduce response times for students. Other important awards include being recognized by ABT for customer service cases and charges, winning awards from Cliente S.A. for back office automation and incentive campaigns, and being ranked among the top 10 NPS in on campus and distance learning for the second year running at SoluCX.

In addition to the awards, which make us proud and stress our commitment to providing an incredible experience, we have the recognition of our students. Throughout 2024, we continued to grow very consistently in the recommendation indicators, closing the year with the Undergraduate NPS 5 points higher than the 2023 results.

People and Culture: focus on engagement and inclusion

Between October and December 2024, we carried out the annual Engagement Survey, reinforcing our commitment to valuing the employee experience and building an increasingly inclusive and productive work environment. The 2024 survey exceeded the 2023 survey by six percentage points.

The results showed significant progress in the strategic indicators, driven by the strengthening of the organizational culture and continuous investment in the development of our people. The insights gathered will guide our next steps, ensuring the continued evolution of the employee experience and strengthening our culture of excellence.

In the last quarter of 2024, we made significant progress with the Creating Bridges program, an initiative aimed at training and employing people with disabilities (PwD) in Cogna's administrative functions. The program stresses our commitment to innovative equity and inclusion practices, ensuring that more talent has access to opportunities and can actively contribute to Cogna's sustainable growth.

Innovation: external recognition of consistency and traction in the innovation journey

In 4Q24, we continued to drive our innovation journey with consistency and focus on the strategic pillars of Corporate Venture Building (CVB) and Open Innovation, consolidating initiatives that strengthen our core business and expand new growth opportunities:

• Corporate Venture Building (CVB): We have maintained the consistency of the tests in the thesis portfolio to create new business opportunities. We have made progress with our thesis of unregulated free courses, currently in the expansion phase, reinforcing our vision of expanding the educational offer with high employability potential. Moreover, we continue to test new incremental revenue streams, including a thesis with promising results focused on well-being and efficiency in management.

• Open Innovation: Our strategy of connecting with startups and ecosystem partners continued to bring operational efficiency and innovation to the core business. In the quarter, we surpassed the mark of +15 simultaneous tests in different areas of the Company, consolidating learnings and implementations.

In November 2024, with the purpose of offering large-scale educational support to our undergraduate students, we implemented Edu, an artificial intelligence agent that provides customized and pedagogically rigorous support throughout the learning journey. In addition to this educational journey, Edu is a multi-agent in which the following is centralized: the secretary, a space dedicated to questions about the financial aspects, scholarships and installment payment, as well as the "talk to the tutor." These and other journeys are gradually reaching more students as we develop new solutions.

Our Plurall technology platform has reached a new stage of development and service delivery, providing, as of 2025, a more interconnected tool considering artificial intelligence powered by AWS. This generative Artificial Intelligence platform (called "Plu") will support students in having a customized learning experience, answering questions on specific subjects and supporting them in their daily study time. For the teacher, Plu will be a personalized partner and will streamline activities such as creating presentations, slides, videos, questions, lesson plans and teaching materials.

We end 2024 reaffirming our vision of innovation as a competitive differential and an essential pillar for the transformation of the education sector. In 2025, we will continue to drive forward new initiatives that combine technology, efficiency and impact for our students and clients.

Macroeconomic environment

Historically, three macroeconomic indicators have the greatest influence on Cogna's results: (i) inflation; (ii) unemployment and; (iii) GDP change. Such economic vectors have this behavior on Cogna mainly due to their influence on the Kroton business unit, the Graduate B2C vertical.

Considering the points described above, we had developments that contributed to double-digit growth in the Company's Revenue and EBITDA: (i) SELIC closed at 12.25% in 2024 vs. 11.75% in 2023; (ii) Accumulated IPCA closed at 4.83% in 2024 vs. 4.62% in 2023; and (iii) 3.5% growth in GDP. Additionally, the unemployment rate closed 2024 at 6.6%, the lowest level of the historical series started in 2012, showing a 1.2p.p. decrease vs. 7.8% in 2023.

Operating performance

Kroton

Students base and movement: Undergraduate

	Total			On-Site			Kroton Med			DL		
	2H24	2H23	Chg.%	2H24	2H23	Chg.%	2H24	2H23	Chg.%	2H24	2H23	Chg.%
Initial Base	1,138,217	982,983	15.8%	154,091	155,057	(0.6%)	38,362	34,408	11.5%	945,764	793,518	19.2%
Graduations	(77,778)	(85,250)	(8.8%)	(12,113)	(16,221)	(25.3%)	(2,017)	(2,318)	(13.0%)	(63,648)	(66,711)	(4.6%)
Intake	260,466	303,307	(14.1%)	21,683	22,964	(5.6%)	6,945	7,374	(5.8%)	231,838	272,969	(15.1%)
Dropout and Non-Renewal	(266,175)	(246,907)	7.8%	(21,926)	(21,762)	0.8%	(6,136)	(6,003)	2.2%	(238,113)	(219,142)	8.7%
Final Base	1,054,730	954,133	10.5%	141,735	140,038	1.2%	37,154	33,461	11.0%	875,841	780,634	12.2%

At the end of 2024, the total student base grew by a significant 10.5%, the 14th consecutive quarter of growth in the student base, maintaining a base of over 1.0 million students, even with a more challenging intake scenario in this cycle.

Average price

	Total			On-Site			Kroton Med			DL		
	2H24	2H23	Chg.%	2H24	2H23	Chg.%	2H24	2H23	Chg.%	2H24	2H23	Chg.%
Average Ticket	388	386	0.5%	823	804	2.4%	1,972	2,042	(3.4%)	262	257	1.9%

In 2S24, the total average student price was in line with 2S23. In On Campus, we recorded a growth of 2.4% and distance learning education +1.9% in the average price, as a result of the more significant transfer of inflation to seniors and the greater intake of courses with a high Lifetime Value (LTV). At Kroton Med, we recorded a 3.4% decrease in the average price, due to the greater representation of distance learning education in the mix.

Students base and movement: Graduate

	Graduate		
	2H24	2H23	Chg.%
Initial Base	88,288	74,763	18.1%
Graduations	(36,994)	(28,848)	28.2%
Intake	29,823	26,872	11.0%
Dropout	(1,919)	(1,321)	45.3%
Final Base	79,198	71,466	10.8%

The graduate student base grew 10.8% in the fourth quarter of 2024 compared to the same period of 2023, aligned with the increase in intake in the period. Thus, we ended the quarter with 79.2 thousand graduate students.

Net revenue

Kroton Consolidated Net Revenue in 4Q24 grew 15.9% compared to 4Q23, reaching R$ 1,121.8 million, with improvement in all the On Campus lines (+14.3%), Kroton Med (+10.4%) and Distance Learning Education (+18.8%). This performance reflects the increase in volumes over the last intakes, the improvement in re-enrollment, the higher transfer of prices to senior students and the change in the allocation of discounts for inactive students.

VASTA

The fourth quarter of 2024 is the period in which the first deliveries of content to students and partner schools related to the 2025 ACV are made.

	2025	2024	Chg.%
Partner Schools			
Partner Schools - Core Content	5,010	4,744	5.6%
Partner Schools – Complementary Solutions	2,177	1,722	26.4%
Students			
Students - Core Content	1,603,249	1,432,289	11.9%
Students - Complementary Content	588,467	483,132	21.8%

In 2025 sales cycle, Vasta expects to provide core content solutions, aligned with the company's strategy to focus on improving its customer base through a better mix of schools and growth in premium learning systems (Anglo, PH, Amplia, and Fibonacci), brands with higher average price, lower delinquency rate, greater adoption of complementary solutions, and long-term relationships.

Start-Anglo bilingual school continues its rapid growth, with 42 contracts already signed, making us a national presence in over 14 states and, by the 2025 school year, we will have 7 schools in operation. Moreover, we have more than 350 prospects in the pipeline with good prospects of closing new contracts.

Net revenue

Vasta - Values in R$ ('000)	4Q24	4Q23	Chg.%	2024	2023	Chg.%
Net Revenue	**698,929**	**554,109**	**26.1%**	**1,674,191**	**1,486,273**	**12.6%**
Subscription	619,312	514,860	20.3%	1,462,333	1,278,120	14.4%
Core Content	442,939	383,712	15.4%	1,226,310	1,082,085	13.3%
Complementary Solutions	176,373	131,148	34.5%	236,023	196,035	20.4%
No - Subscription	43,782	39,248	11.6%	106,993	126,954	-15.7%
B2G	35,835	-	n.a.	104,866	81,199	29.1%

In the fourth quarter of 2024, Vasta's Net Revenue reached R$ 699 million, accounting for an increase of 26.1% compared to the fourth quarter of 2023. This increase is attributable to the greater conversion of Annual Contract Value into revenue and the growth in sales to the government (B2G) during this period. Subscription revenue grew 20.3% in 4Q24, totaling R$ 619.3 million. This growth was driven by the performance of Core Content, which increased 15.4% in the quarter, and by the greater contribution of Complementary Solutions, which grew 34.5% compared to the same period of 2023.

In the year 2024, Vasta's Net Revenue totaled R$ 1,674.2 million, accounting for an increase of 12.6% compared to the same period of last year. Subscription revenue grew 14.4% in 2024, due to the factors mentioned above. In addition, there was a 29.1% increase in B2G, which reached R$ 105 million. Due to the excellent performance in the SAEB test, the contract with the State of Pará was renewed, thus expanding the services offered, reinforcing our quality and commitment to providing high-quality educational solutions that meet the unique needs of the public sector.

SABER

Net revenue

Saber Revenues - Values in R$ ('000)	4Q24	4Q23	Chg.%	2024	2023	Chg.%
Net Revenue	**379,755**	**402,056**	**-5.5%**	**779,307**	**807,887**	**-3.5%**
Net Revenue from NBTP	254,625	319,060	-20.2%	441,115	549,484	-19.7%
Books Sold - Postsecondary	-	17,009	-100.0%	31,646	79,985	-60.4%
Net Revenue - Languages	18,015	10,270	75.4%	84,451	70,692	19.5%
Net Revenue - Other Services	107,115	55,717	92.2%	222,095	107,726	106.2%

In 4Q24, Saber's Net Revenue reached R$ 379.8, down 5.5%, mainly due to the 20.2% decrease in NBTP Net Revenue, due to the commercial calendar which in 2024 does not include the New Purchase modality, only Repurchases, which consider the market share gained in the years of purchase, sale of higher education textbook operations (SETS), ending in May 2024, partially offset by the 75.4% growth in Net Revenue from Languages and the 92.2% increase in sales of Acerta Brasil Solutions. In 2024, Saber's Net Revenue was 3.5% lower than in 2023 for the same reasons given above.

Considering only the continued operations, Net Revenue in the year-to-date reached R$ 747.5 million, with R$ 31.8 million linked to the sales operations of higher education books (SETs), which were sold in May 2024, representing a 4.1% decrease on the total operation.

Financial performance

The following information refers to continued and discontinued operations:

Net revenue

In the fourth quarter of 2024, net revenue reached R$ 2,160.6 million, a 13.2% growth versus the same period of 2023. In 2024, accumulated growth was 8.9%, totaling R$ 6,422.4 million.

Costs

The costs of products and services reached R$ 2,113.1 million in 2024, which is equivalent to 32.9% of net revenue for the year, an improvement of 3.6 p.p. compared to 2023, due to the increase in the share of revenue from digital courses in net revenue (which does not generate additional costs).

Gross profit

Gross profit in 2024 reached R$ 4,309.3 million, with a gross margin of 67.1%, 3.6 p.p. greater when compared to 2023.

Operating expenses

Operating expenses reached R$ 2,959.1 million in 2024, accounting for 46.1% of net revenue for the year, an improvement of 4.1 p.p. compared to 2023. Operating expenses are broken down into three broad lines:

- General and administrative expenses: operating expenses include general and administrative expenses and expenses with administrative personnel, contingencies, consultancies, travel and outsourced services, among others. In 2024, these expenses totaled R$ 1,599.4 million or 24.9% of net revenue, a decrease of 5.3 p.p. compared to the previous year, mainly due to reversals of contingencies.
- Commercial expenses: commercial expenses includes expenses related to the sales, advertising and marketing team. In 2024, these expenses reached R$ 768.1 million, corresponding to 12.0% of net revenue, decrease of 0.1 p.p. compared to previous year.
- Impairment losses on trade receivables: the group of expenses with Impairment losses on trade receivables in 2024 totaled R$ 585.9 million, 9.1% of net revenue, an increase of 1.5 p.p. compared to the previous year.

Furthermore, other operating income/expenses and equity income amounted to R$ 5.7 million in 2024, or 0.1% of net revenue, compared to R$ 55.1 million in 2023, mainly composed of the price adjustment in accounts payable for business combination and acquisition of associates of R$ 59.4 million.

Finance result

In 2024, the finance result was negative at R$ 686.5 million, representing 10.7% of net revenue for the year, a decrease of 4.6 p.p. compared to 2023, with finance costs decreasing 2.6 p.p. in year over year and reaching R$ 1,246.1 million in 2024 and finance income increasing 2.1 p.p. in year over year, reaching R$ 559.6 million in 2024.

Income tax and social contribution

Income tax and social contribution totaled positive R$ 327.9 million in 2024 and represented 5.1% of net revenue, mainly related to reversals of contingencies mentioned in Note 25. Compared to the previous year, expenses totaled a negative amount of R$ 391.7 million, representing -6.6% of net revenue.

Net profit (Loss)

The accumulated net income in 2024 was R$ 879.9 million, accounting for 13.7% of the net revenue for the year, compared to a net loss of R$ 492.9 million in 2023, with an increase in the net margin of 22.1 p.p. against the year. The 2024 result was affected by a combination of growth in operating result and reversals of contingencies.

Net Indebtedness

Net debt decreased R$ 397.1 million or 12.1% in 4Q24 compared to 4Q23, from R$ 3,277.6 million to R$ 2,880.5 million, mainly due to the cash generation for the period. At the end of 2024, total cash and cash equivalents totaled R$ 1,332.2 million, 25.7% lower than in 2023, mainly due to the allocation of cash for prepayment of debts, object of Liability Management.

At the end of 4Q24, the Company had a leverage ratio (Net debt/Adjusted EBITDA) of 1.35x, compared to 1.58x in 3Q24. With the prepayment of the 6th issue, the covenant of all the Company's debts rose to 3.50x. The Company continued its trend of accelerated deleveraging, with the lowest leverage since 4Q19. Deleveraging is provided both by the Company's Cash Generation, which is earmarked for debt prepayment, and by Adjusted EBITDA.

We present below the table for reconciliation of Ebitda to Adjusted Ebitda:

	Consolidated	
	12/31/2024	**12/31/2023**
Loss for the year	**991,631**	**(511,353)**
Income tax and social contribution - Note 27.1	(332,091)	295,748
Finance result - Note 35	689,138	903,738
Depreciation - Note 30	907,595	905,049
(-) Discontinued operations - Note 4	**1,590**	**95,042**
Income tax and social contribution	4,232	95,924
Finance result	(2,642)	(882)
Accounting EBITDA	**2,257,863**	**1,688,225**
(+) Interest and interest for late payment on monthly tuition - Note 35	53,685	102,369
Management EBITDA	**2,311,548**	**1,790,594**
Amortization of surplus value – Educbank	1,195	1,195
(-) Non-recurring items (i)	122,629	133,126
Reversal of contingencies - BA	(260,928)	(188,826)
Adjusted EBITDA	**2,174,443**	**1,736,089**

(i) Referring to contract terminations/restructuring, M&A, expansion, asset write-offs, and impairment.

Investments

In the comparative view of the year-to-date results, Capex and investment in expansion decreased 9.8%, from R$ 429.9 million in 2023 to R$ 387.8 million in 2024. This movement is explained by (i) a 22.1% decrease in Investment in Expansion, considering the investments made in 4Q23 related to the Mais Médicos (More Doctors) program at the Ponta Porã unit and medical injunctions, and a 13.3% reduction in technology, given the efficiency gains made by internal teams.

Capital market and subsequent events

SHAREHOLDING STRUCTURE

Cogna's share capital is represented by 1,876,606,210 common shares and is distributed as follows:

Cogna's share capital*	Quantity	%
Treasuary	32,264,869	1.72%
Free Float	1,844,341,341	98.28%
Total	**1,876,606,210**	100.00%

*Position on December 31, 2024

PERFORMANCE OF SHARES

Cogna's shares (COGN3) are part of several indices, with highlight to the Ibovespa, the Differentiated Corporate Governance Index (IGC), the Differentiated Tag Along Share Index (ITAG), the Consumption Index (ICON), B3 Sustainability Indexes: ISE, ICO2, IGPTW and MSCI Brazil.

In 4Q24, the Company's shares were traded in 100% of the trading in the market, totaling a traded volume of R$ 3.4 billion, resulting in an average daily trading volume of R$ 53.6 million. Currently, Cogna shares are monitored by 13 different local and international (Research) brokers. Cogna ended December 2024 with a market value of R$ 2.4 billion.

RATINGS

Cogna is currently rated as brAA+ by Standard & Poor's and AA+(bra) by Fitch Rating.

Shareholders' remuneration

Cogna's Bylaws provide for the distribution of mandatory dividends of 25% of net profit, adjusted by deductions and additions provided for in art. 202, II and III of the Brazilian Corporation Law. After deducting the legal reserve of 5%, an unrealized profit reserve was recorded, corresponding to the portion of unrealized profits linked to the share of (loss) profit of equity-accounted investees of the direct subsidiary Vasta, in the amount of R$ 88,147. Therefore, the Company's Board of Directors approved *ad referendum* the allocation of R$ 120.8 million as dividend in 2024.

ESG: Transformative education and commitment to sustainability

We celebrated the 26th edition of the Educador Nota 10 Award last quarter, an initiative of the SOMOS Institute that reaffirms our commitment to valuing quality education and educators. With innovative projects in the Sustainability, Human Rights and Innovation and Technology areas, the finalist educators were assessed by a panel of renowned judges, including experts such as Claudia Costin and Lino de Macedo. These projects, as well as winning awards, strengthen our contribution to Brazil's educational development.

Another highlight of the fourth quarter of 2024 was the IV Education & ESG Forum. For the fourth year running, the Cogna Forum was a milestone in fostering dialog about the challenges and solutions for a more sustainable and equitable world. Through enriching debates, the event reaffirms Cogna's commitment to contributing to a more inclusive and environmentally responsible society.

Independent audit

In fulfillment of CVM Instruction 381/03, we inform that KPMG Auditores Independentes Ltda. was engaged to provide the following services in 2024: audit of financial statements in accordance with accounting practices adopted in Brazil and international accounting standards (IFRS Accounting Standards) and review of quarterly interim financial information in accordance with the Brazilian and international review standards for interim information (NBC TR 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity and ISRE 2410 – Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively).

The engagement of independent auditors is based on the principles that safeguard the auditor's independence, which consist of the following: (a) the auditor should not audit his own work; (b) cannot exercise management functions; and (c) shall not provide any services that may be deemed prohibited by current regulations. Additionally, Management obtains, from the independent auditors, a statement that the special services provided (if any) do not affect their professional independence.

Arbitration clause

Cogna adopts arbitration to resolve corporate conflicts, through the Market Arbitration Chamber, pursuant to art. 39 of the Company's Bylaws.

Declaration of the Executive Board

Cogna's Executive Board declares that, pursuant to CVM Instruction 80, dated March 29, 2022, it has reviewed, discussed and agreed (i) with the content and opinions expressed in the report of KPMG Auditores Independentes Ltda., issued on March 12, 2025; and (ii) with the accounting financial statements for the fiscal year ended December 31, 2024.

Acknowledgment

Cogna's Management appreciates all the trust and support of all its Higher Education and Basic Education students, teaching institutions and partner schools, government agencies, suppliers, investors and employees, who daily help us to embark on a new era, with growth opportunities while maintaining the purpose of transforming people's lives through quality education.

For details of the analysis of our 2024 profit (loss), please visit our website:

ri.cogna.com.br

THE MANAGEMENT

KPMG Auditores Independentes Ltda.
Rua Verbo Divino, 1400, Conjunto Térreo ao 801 - Parte,
Chácara Santo Antônio, CEP 04719-911, São Paulo - SP
Caixa Postal 79518 - CEP 04707-970 - São Paulo - SP - Brasil
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Independent auditors' report on the individual and consolidated financial statements

To

Board of Directors and Shareholders of

Cogna Educação S.A.

Belo Horizonte – MG

Opinion

We have audited the individual and consolidated financial statements of Cogna Educação S.A. (“the Company”), identified as Parent Company and Consolidated, respectively, which comprise the individual and consolidated statement of financial position as at December, 31 2024, the individual and consolidated statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying individual and consolidated financial statements present fairly, in all material respects, the individual and consolidated financial position of the Cogna Educação S.A. as at December 31, 2024, and its individual and consolidated financial performance and its individual and consolidated cash flows for the year then ended in accordance with accounting practices adopted in Brazil and IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for opinion

We conducted our audit in accordance with Brazilian and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors’ Responsibilities for the Audit of the Individual and Consolidated Financial Statements* section of our report. We are independent of the Company and its subsidiaries, in accordance with the ethical requirements provided for in the Accountant’s Code of Professional Ethics and in professional standards issued by the Federal Accounting Council, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the individual and consolidated financial statements of the current year. These matters were addressed in the context of our audit of the individual and consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of cash generating units that contain goodwill for expected future profitability	
See Notes 2.14 and 17 to the individual and consolidated financial statements.	
Key audit matter	**How our audit addressed this matter**
As of December 31, 2024, the Company presents, in its consolidated financial statements, significant amounts of goodwill based on expected future profitability arising from business combinations, which must be tested at least annually to identify the need to recognize impairment, according to the applicable accounting standard. The determination of the value in use of the cash-generating units (CGU) is based on estimated future cash flows, discounted at present value, which involve significant assumptions, such as: (i) EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) margin; (ii) average growth in net revenue; (iii) growth rate in perpetuity; and (iv) discount rate. Due to the uncertainties and judgments related to the main assumptions used to estimate the future cash flows of the cash-generating units, which, if changed, could result in amounts substantially different from those used in the preparation of the consolidated financial statements, as well as their related disclosures, we considered this matter to be significant in our audit.	Our audit procedures included, but were not limited to: – analysis, with the assistance of our corporate finance experts, of the main assumptions used by the Company to project future cash flows, comparison of perpetuity growth rate and discount rate assumptions with available market information, and comparison of EBITDA margin and average net revenue growth assumptions with historical performance and previous forecasts. – recalculation, with the assistance of our corporate finance experts, of the present value of the cash flows projected by the Company for the cash-generating units; – comparison of net book value with value in use by cash-generating units; and – evaluation whether the disclosures in the consolidated financial statements include all relevant information. Based on evidence obtained through above-summarized procedures, we considered the recoverable value of cash generating units containing goodwill by future yield estimate as acceptable, as well as related disclosures, in the context of the consolidated financial statements taken as a whole.

<table>
<tr><th colspan="2">Measurement of the provision for expected credit losses on accounts receivable from Kroton segment</th></tr>
<tr><td colspan="2">See Notes 2.9 and 9 to the individual and consolidated financial statements.</td></tr>
<tr><td>Key audit matter</td><td>How our audit addressed this matter</td></tr>
<tr><td>As of December 31, 2024, the Company presents, in its consolidated financial statements, significant balances of accounts receivable generated by the sale of Kroton segment. The measurement of the provision for expected credit losses on accounts receivable from this segment (higher education) that comes from students with and without private installment payments, requires a significant judgment by the Company in determining the main assumptions, which include: (i) determination of the student's risk profile; (ii) default rates for dropouts and graduates; and (iii) expected cash inflows for agreements with renegotiated securities.

Due to the complexity and level of judgment used in determining the main assumptions for measuring the provision for expected credit losses on accounts receivable from Kroton segment, as well as the impact that any changes in these assumptions could have on the Company's consolidated financial statements, we considered this matter to be significant in our audit.</td><td>Our audit procedures included, but were not limited to:

– reconciliation of the databases of the main assumptions with the accounting balances and ancillary financial reports;

– documentary tests, on a sample basis, on the data supporting the main assumptions used to measure the provision for expected losses;

– recalculation of the models implemented by the Company to measure the provision for expected credit losses for students with and without private installment payments and comparison with the amounts recognized in the financial statements; and

– evaluation whether the disclosures in the individual and consolidated financial statements include relevant information.

During our audit, we identified adjustments that, although immaterial, affected the measurement of the provision for expected credit losses for students with private installment payments and without private installment payments, which were not recorded and disclosed by the Company as they were considered immaterial.

Based on the evidences obtained through the procedures summarized above, we consider it acceptable to measure the provision for expected credit losses on accounts receivable from Kroton segment, as well as the related disclosures, in the context of the audit of the consolidated financial statements, taken as a whole.</td></tr>
</table>

Other matters

Statements of added value
Individual and consolidated statements of added value (DVA) for the year ended December 31, 2024, prepared under responsibility of Company's Management, and presented as supplementary information for IFRS purposes, were submitted to audit procedures carried out together with the audit of Company's financial statements. To form our opinion, we evaluated whether these statements are reconciled with the financial statements and accounting records, as applicable, and whether their form and content are in accordance with the criteria defined in CPC 09 Technical Pronouncement - Statement of Added Value. In our opinion, these statements of added value were prepared, in all material respects, in accordance with the criteria defined in this Technical Pronouncement and are consistent in relation to the individual and consolidated financial statements taken as a whole.

Other information accompanying individual and consolidated financial statements and the auditors' report

Management is responsible for other information comprising Management Report.
Our opinion on the individual and consolidated financial statements does not cover the Management Report and we do not express any form of assurance conclusion thereon.
In connection with our audit of the individual and consolidated financial statements, our responsibility is to read the Management Report and, in doing so, consider whether this report is materially inconsistent with the individual and consolidated financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement in the Management Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the individual and consolidated financial statements

Management is responsible for the preparation and fair presentation of the individual and consolidated financial statements in accordance with Accounting Practices Adopted in Brazil and with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of individual and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the individual and consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of the Company and its subsidiaries are the people responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Individual and Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the individual and consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Brazilian and international auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these individual and consolidated financial statements.

As part of the audit conducted in accordance with Brazilian and international auditing standards, we exercise professional judgment and maintain our professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the individual and consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its subsidiaries to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the individual and consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the individual and consolidated financial statements, including the disclosures, and whether the individual and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the individual and consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the individual and consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

São Paulo, March 12, 2025

KPMG Auditores Independentes Ltda.
CRC 2SP-014428/O-6
(Original report in Portuguese signed by)
Flavio Gozzoli Gonçalves
Accountant CRC 1SP290557/O-2

In thousands of reais

		Individual		Consolidated	
ASSETS	**Note**	**12/31/2024**	**12/31/2023**	**12/31/2024**	**12/31/2023**
Current assets					
Cash and cash equivalents	7	17	509,390	94,965	624,483
Marketable securities	8	219,469	9,066	1,237,230	1,166,805
Trade receivables	9	-	-	2,420,665	2,266,054
Inventories	10	-	-	429,461	476,607
Prepayments		814	804	105,007	104,682
Taxes recoverable	11	-	3,330	75,116	80,699
Income tax and social contribution recoverable	12	23,467	15,068	142,726	98,622
Trade receivables from sale of subsidiaries	13	-	-	9,481	35,481
Other receivables	14	249	857	112,715	130,890
Bonds receivable from related parties	31	499,258	57,942	-	-
Other receivable – related parties	31	279,203	244,027	-	-
Total current assets		**1,022,477**	**840,484**	**4,627,366**	**4,984,323**
Assets held for sale	4	-	61,300	-	64,166
Non-current assets					
Long-term assets					
Marketable securities	8	-	-	38,929	46,040
Trade receivables	9	-	-	92,690	125,322
Derivative financial instruments	6.2	-	1,956	-	1,956
Taxes recoverable	11	-	38,105	5,449	101,581
Income tax and social contribution recoverable	12	51,370	112,381	104,636	211,377
Trade receivables from sale of subsidiaries	13	-	-	1,877	3,582
Other receivables	14	-	-	99,568	50,655
Guarantee to tax, civil and labor losses	26	-	-	55,745	16,939
Judicial deposits	26	987	4,152	46,890	51,516
Deferred income tax and social contribution	27.2	-	-	650,701	665,355
Bonds receivable from related parties	31	497,521	986,297	-	-
Related parties – other receivable	31	123,994	128,333	-	-
Equity accounted investees	15	15,032,805	13,396,457	52,183	64,483
Other investments and interest in entities	15(e)	-	-	1,608	9,879
Property, plant and equipment	16	-	-	3,676,028	3,771,037
Intangible assets and goodwill	17	514,127	514,242	14,746,730	14,967,652
Total non-current assets		**16,220,804**	**15,181,923**	**19,573,034**	**20,087,374**
Total assets		**17,243,281**	**16,083,707**	**24,200,400**	**25,135,863**

In thousands of reais

		Individual		Consolidated	
LIABILITIES	**Note**	**12/31/2024**	**12/31/2023**	**12/31/2024**	**12/31/2023**
Current liabilities					
Loans	18	15,270	4,619	15,270	4,619
Bonds	19	644,939	852,741	644,939	1,450,226
Lease liabilities	20	-	-	184,267	155,726
Suppliers		4,519	1,973	610,013	690,473
Reverse factoring	21	-	-	471,906	577,943
Salaries and social contributions	22	13,670	17,031	390,640	403,220
Income tax and social contribution		-	-	55,590	29,449
Taxes payable	23	1,548	6,462	55,040	82,646
Contractual obligations and deferred income		-	-	181,707	161,419
Accounts payable for business combination and acquisition of associates	24	-	-	68,371	81,588
Dividends payable	28	120,822	-	120,822	-
Other liabilities		6,008	53	82,492	32,679
Other liabilities - related parties	31	5,925	209,357	-	-
		812,701	**1,092,236**	**2,881,057**	**3,669,988**
Liabilities held for sale	4	-	-	-	2,866
Non-current liabilities					
Loans	18	67,418	56,959	67,418	56,959
Bonds	19	3,272,020	2,815,484	3,272,020	3,422,746
Lease liabilities	20	-	-	2,689,298	2,685,320
Suppliers		-	-	63,993	-
Reverse factoring	21	-	-	-	11,337
Derivative financial instruments	6.2	111,391	2,714	111,391	2,714
Accounts payable for business combination and acquisition of associates	24	-	-	33,278	54,852
Provisions for tax, civil and labor losses	25	560	618	810,138	631,303
Liabilities assumed in the business combination	25	-	-	16,317	1,002,916
Deferred income tax and social contribution	27	433,189	450,302	667,942	808,321
Other liabilities		-	-	42,413	80,262
Other liabilities – related parties	31	150,326	-	-	-
		4,034,904	**3,326,077**	**7,774,208**	**8,756,730**
Total liabilities		**4,847,605**	**4,418,313**	**10,655,265**	**12,429,584**
Shareholders' equity					
Share capital	29	7,667,615	7,667,615	7,667,615	7,667,615
Capital reserves		4,005,459	4,009,933	4,005,459	4,009,933
Profit reserves		759,049	-	759,049	-
Treasury shares		(36,447)	(12,154)	(36,447)	(12,154)
		12,395,676	**11,665,394**	**12,395,676**	**11,665,394**
Interest of non-controlling shareholders		-	-	1,149,459	1,040,885
Total shareholders' equity		**12,395,676**	**11,665,394**	**13,545,135**	**12,706,279**
Total liabilities and shareholders' equity		**17,243,281**	**16,083,707**	**24,200,400**	**25,135,863**

The footnotes to these consolidated financial statements are an integral part of the financial statements

COGNA EDUCAÇÃO S.A. AND SUBSIDIARIES
STATEMENTS OF PROFIT OR LOSS
Years ended December 31, 2024 and 2023
In thousands of reais

		Individual		Consolidated	
	Note	**12/31/2024**	**12/31/2023**	**12/31/2024**	**12/31/2023**
Net revenue from sales and services	**33**	**-**	**-**	**6,390,593**	**5,814,798**
Cost of sales and services					
Services	34	-	-	(1,628,621)	(1,450,369)
Sales	34	-	-	(484,479)	(658,843)
		-	**-**	**(2,113,100)**	**(2,109,212)**
Gross profit		**-**	**-**	**4,277,493**	**3,705,586**
Operating expenses					
Commercial expenses	34	-	-	(768,095)	(702,994)
General and administrative expenses	34	(1,200)	(2,724)	(1,562,979)	(1,766,613)
Impairment losses on trade receivables	34	-	-	(575,612)	(446,445)
Other operating income	34	-	-	17,122	35,466
Other operating expenses	34	-	-	(23,661)	(74,184)
Share of profit (loss) equity-accounted investees	15	1,282,752	(348,292)	(12,300)	(18,656)
Profit (loss) before finance result and taxes		**1,281,552**	**(351,016)**	**1,351,968**	**732,160**
Finance result					
Finance income	35	203,039	244,926	556,567	388,361
Finance costs	35	(618,543)	(560,821)	(1,245,705)	(1,292,099)
		(415,504)	**(315,895)**	**(689,138)**	**(903,738)**
Profit (loss) before income tax and social contribution		**866,048**	**(666,911)**	**662,830**	**(171,578)**
Income tax and social contribution					
Current	27.1	-	-	202,151	12,166
Deferred	27.1	17,113	218,059	129,940	(307,914)
		17,113	**218,059**	**332,091**	**(295,748)**
Profit (loss) from continued operations		**883,161**	**(448,852)**	**994,921**	**(467,326)**
Loss from discontinued operations		(3,290)	(44,027)	(3,290)	(44,027)
Profit (loss) for the year		**879,871**	**(492,879)**	**991,631**	**(511,353)**
Attributed to:					
Controlling shareholders		879,871	(492,879)	879,871	(492,879)
Non-controlling shareholders		-	-	111,760	(18,474)
Basic earnings (losses) per common share - R$ - continued operations	36	-	-	0.47	(0.27)
Diluted earnings (losses) per common share - R$ - continued operations	36	-	-	0.46	(0.27)
Basic earnings (losses) per common share - R$ - consolidated	36	-	-	0.47	(0.25)
Diluted earnings (losses) per common share - R$ - consolidated	36	-	-	0.46	(0.25)

The footnotes to these consolidated financial statements are an integral part of the financial statements

In thousands of reais

	Individual		Consolidated	
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
Profit (loss) for the year	**879,871**	**(492,879)**	**991,631**	**(511,353)**
Other comprehensive income	-	-	-	-
Comprehensive income for the year	**879,871**	**(492,879)**	**991,631**	**(511,353)**
Attributed to:				
Controlling shareholders	879,871	(492,879)	879,871	(492,879)
Non-controlling shareholders	-	-	111,760	(18,474)

In thousands of reais

	Notes	Share capital	Capital reserves	Treasury shares	Legal reserve	Investment reserves	Unrealized profit reserves	Retained earnings (losses)	Individual Total shareholders' equity	Non-controlling interest	Consolidated Total shareholders' equity
Balances at December 31, 2022		**7,667,615**	**4,517,204**	**(8,257)**	**-**	**-**	**-**	**-**	**12,176,562**	**1,064,826**	**13,241,388**
Comprehensive income for the year											
Loss for the year		-	-	-	-	-	-	(492,879)	(492,879)	(18,474)	(511,353)
Total comprehensive loss for the year		-	-	-	-	-	-	(492,879)	(492,879)	(18,474)	(511,353)
Contribution from shareholders and distribution to shareholders											
Recognized options granted		-	28,439	-	-	-	-	-	28,439	3,078	31,517
Disposal of treasury shares		-	(11,104)	11,570	-	-	-	-	466	-	466
Gain or loss on the disposal of treasury shares		-	(980)	-	-	-	-	-	(980)	-	(980)
Repurchase of treasury shares		-	(30,747)	(15,467)	-	-	-	-	(46,214)	(9,184)	(55,398)
Acquisition due to business combination		-	-	-	-	-	-	-	-	639	639
Allocation of profit (loss) for the year											
Consumption of capital reserves		-	(492,879)	-	-	-	-	492,879	-	-	-
Total contributions from shareholders and distribution to shareholders		-	(507,271)	(3,897)	-	-	-	492,879	(18,289)	(5,467)	(23,756)
Balances at December 31, 2023		**7,667,615**	**4,009,933**	**(12,154)**	**-**	**-**	**-**	**-**	**11,665,394**	**1,040,885**	**12,706,279**
Comprehensive income for the year											
Income for the year		-	-	-	-	-	-	879,871	879,871	111,760	991,631
Total comprehensive income for the year		-	-	-	-	-	-	879,871	879,871	111,760	991,631
Contribution from shareholders and distribution to shareholders											
Recognized options granted		-	25,690	-	-	-	-	-	25,690	1,996	27,686
Disposal of treasury shares	15	-	(12,815)	12,815	-	-	-	-	-	-	-
Repurchase of treasury shares	29.1	-	-	(37,108)	-	-	-	-	(37,108)	-	(37,108)
Reflex of treasury share repurchase at Vasta	15	-	(17,349)	-	-	-	-	-	(17,349)	(5,182)	(22,531)
Allocation of profit (loss) for the year											
Legal reserve	29.3.1	-	-	-	43,994	-	-	(43,994)	-	-	-
Unrealized profit reserves	29.3.2	-	-	-	-	-	88,147	(88,147)	-	-	-
Mandatory dividends	29.3.3	-	-	-	-	-	-	(120,822)	(120,822)	-	(120,822)
Reserve for investments	29.3.4	-	-	-	-	626,908	-	(626,908)	-	-	-
Total contributions from shareholders and distribution to shareholders		-	(4,474)	(24,293)	43,994	626,908	88,147	(879,871)	(149,589)	(3,186)	(152,775)
Balances at December 31, 2024		**7,667,615**	**4,005,459**	**(36,447)**	**43,994**	**626,908**	**88,147**	**-**	**12,395,676**	**1,149,459**	**13,545,135**

CONSOLIDATED STATEMENTS OF CASH FLOWS - INDIRECT METHOD
Years ended December 31, 2024 and 2023
In thousands of reais

	Note	Individual 12/31/2024	Individual 12/31/2023	Consolidated 12/31/2024	Consolidated 12/31/2023
Cash flow from operating activities					
Profit (loss) before income tax and social contribution		862,758	(710,938)	663,772	(119,681)
Adjustments for:					
Depreciation and amortization	16|17	354	339	457,543	455,741
Depreciation IFRS-16	16	-	-	231,031	223,814
Amortization of intangible assets generated in business combination	17	-	1,838	237,799	237,490
Impairment losses on trade receivables	9|13	-	-	575,612	456,731
Adjustment to present value – Trade receivables	9	-	-	(6,686)	843
Inflation adjustment on assignment of amounts to subsidiaries	31	(10,221)	(24,276)	-	-
Interest on (reversal) for tax, civil and labor contingencies losses	25|27	803	(698)	(300,369)	(128,605)
Inflation adjustment of trade receivables from sale of subsidiaries	35	-	-	(3,256)	(4,443)
Financial charges		349,491	336,756	689,293	1,063,741
Price adjustment to accounts payable for business combination and acquisition of associates	24	-	-	15,748	59,388
Share-based payment expense		4,076	3,550	27,686	31,517
Profit (loss) from sale or write-off of assets and other investments		-	-	3,655	(5,749)
(Reversal) of impairment of intangible assets	15|17	-	-	8,271	(36,678)
Income from financial investments and marketable securities	35	(30,487)	(27,165)	(116,883)	(152,535)
Share of (loss) profit equity-accounted investees	15	(1,279,462)	392,319	12,300	16,404
Gain on derivative transactions	6.2	112,024	5,204	112,024	5,204
		9,336	**(23,071)**	**2,607,540**	**2,103,182**
Changes in:					
(Increase) in trade receivables		-	-	(690,905)	(536,483)
Decrease (increase) in inventories		-	-	47,146	(67,654)
(Increase) decrease in prepayments		(10)	10	(325)	(12,927)
Decrease (increase) in taxes recoverable		94,047	(20,670)	189,540	50,301
Decrease (increase) in judicial deposits		3,165	(2,707)	4,626	871
Decrease (increase) in related parties		56,648	(6,619)	-	-
Decrease (increase) in other receivables		369	(847)	(56,094)	13,667
Increase (decrease) in suppliers		2,546	1,276	(16,467)	25,799
(Decrease) increase in reverse factoring		-	-	(117,374)	275,838
(Decrease) increase in salaries and social contributions		(3,361)	6,675	(12,580)	18,516
(Decrease) increase in taxes payable		(5,105)	5,772	(56,514)	(22,954)
Increase (decrease) in prepayments from clients		-	-	20,288	(34,115)
Payment of tax, civil and labor losses		(670)	(150)	(90,367)	(96,165)
(Decrease) increase in other liabilities		(43)	-	5,966	(31,192)
Cash generated from (invested in) in operations		**156,922**	**(40,331)**	**1,834,480**	**1,686,684**
Income tax and social contribution paid		-	-	(25,188)	(19,911)
Payment of interest on leases	20	-	-	(292,672)	(293,585)
Payment of interest on loans and bonds	18|19	(493,392)	(481,270)	(647,793)	(674,527)
Payment of interest in operations with derivatives	6.2	(1,391)	(18,814)	(1,391)	(18,814)
Income of private bonds received		114,803	152,621	-	-
Net cash from (used in) generated from operating activities		**(223,058)**	**(387,794)**	**867,436**	**679,847**
Cash flow from investing activities					
Proceeds from investment in marketable securities		(179,916)	775,403	53,569	998,763
Acquisition of property and equipment	16	-	-	(105,306)	(121,238)
Additions of intangible assets	17	-	-	(304,780)	(335,384)
Acquired cash in business combination	5	-	-	-	898
Cash assigned in discontinued operation	4	-	-	-	(2,866)
Acquisition of subsidiaries	24	-	-	-	(7,357)
Capital increase in subsidiaries	15	(852,614)	(82,040)	-	-
Receipt for sale of subsidiaries	4|13	-	-	93,161	12,769
Receipt of amounts in the sale of real estate	14	-	-	24,456	8,389
Trade receivable from sale of subsidiaries	13|14	-	-	-	(49,313)
Receipt of amounts assigned in cash	31	85,200	119,995	-	-
Receipt of interest on own capital of subsidiaries	15	-	46,002	-	-
Dividends received	15	345,723	-	-	1,200
Receipt of private bonds	31	548,948	264,588	-	-
Private acquisition of bonds	31	(495,726)	-	-	-
Net cash (used in) generated from investment activities		**(548,385)**	**1,123,948**	**(238,900)**	**505,861**
Cash flow from financing activities					
Repurchase of treasury shares	29	(31,110)	(15,467)	(53,641)	(55,398)
Gain or loss on the disposal of treasury shares		-	(514)	-	(514)
Repurchase of bonds	19	-	(1,006,123)	-	(1,006,123)
Issue of bonds	19	1,800,000	1,500,000	1,800,000	1,500,000
Loans	18	23,755	60,936	23,755	60,936
Issue costs of bonds	19	(15,363)	(25,404)	(15,363)	(25,404)
Lease liabilities payment	20	-	-	(173,195)	(165,414)
Payment of loans, bonds and derivatives	18|19|6.2	(1,515,212)	(740,211)	(2,680,213)	(795,210)
Installments paid in companies' acquisitions	24	-	-	(59,397)	(195,870)
Net cash generated from (used in) financing activities		**262,070**	**(226,783)**	**(1,158,054)**	**(682,997)**
Net (decrease) increase in cash and cash equivalents		**(509,373)**	**509,371**	**(529,518)**	**502,711**
Cash and cash equivalents at the beginning of the year	7	509,390	19	624,483	121,772
Cash and cash equivalents at the end of the year	7	17	509,390	94,965	624,483
Net (decrease) increase in cash and cash equivalents		**(509,373)**	**509,371**	**(529,518)**	**502,711**

The footnotes to these consolidated financial statements are an integral part of the financial statements

STATEMENTS OF ADDED VALUE

Years ended December 31, 2024 and 2023

In thousands of reais

	Individual		Consolidated	
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
Revenues				
Revenue from sales and services	-	-	6,577,982	6,023,698
Related to construction of own assets			253,578	225,900
Other revenues	-	-	(14,714)	9,272
Impairment losses on trade receivables - (Formation)	-	-	(585,926)	(448,116)
	-	**-**	**6,230,920**	**5,810,754**
Inputs acquired from third parties				
Cost of sales and services	-	-	(571,947)	(727,022)
Materials, energy, outsourced services and other	23,401	28,567	(1,055,563)	(1,210,415)
Impairment of intangible assets	-	-	(8,271)	36,678
Gross value added	**23,401**	**28,567**	**4,595,139**	**3,909,995**
Retentions				
Depreciation and amortization	(354)	(339)	(688,574)	(679,555)
Amortization of intangible assets generated in business combination	-	(1,838)	(237,799)	(237,490)
Net added value produced	**23,047**	**26,390**	**3,668,766**	**2,992,950**
Value added received through as transfers				
Share of profit (loss) equity-accounted investees	1,279,462	(392,319)	(11,712)	(16,404)
Finance income	211,794	244,926	591,199	432,685
Total value added to distribute	**1,514,303**	**(121,003)**	**4,248,253**	**3,409,231**
Distribution of value added				
Personnel:				
Direct compensation	19,131	22,036	1,441,782	1,400,392
Benefits	478	540	135,670	126,542
Social charges	551	5,526	123,161	124,796
Taxes, rates and contributions:				
Federal	(4,279)	(217,069)	(8,601)	689,605
State	-	-	4,579	1,600
Municipal	8	22	138,072	113,396
Third-party capital remuneration:				
Finance costs	618,543	560,821	1,255,475	1,304,831
Rents	-	-	27,853	10,379
Copyright	-	-	138,631	149,043
Remuneration of own capital:				
Dividends	120,822	-	120,822	-
Retained earnings (losses) for the year	759,049	(492,879)	759,049	(492,879)
Non-controlling interest (cost) in retained earnings	-	-	111,760	(18,474)
Distributed added value	**1,514,303**	**(121,003)**	**4,248,253**	**3,409,231**

The footnotes to these consolidated financial statements are an integral part of the financial statements

1. Operations

Cogna Educação S.A., hereinafter referred to as “Company”, “Individual” or “Cogna”, headquartered at Rua Claudio Manoel, 36, in the city of Belo Horizonte – MG, and its subsidiaries (jointly, the “Group”) are mainly engaged in providing On Campus and distance-learning higher education and graduate program courses; editing, marketing and distribution of teaching books, educational materials and workbooks, especially with educational, literary and informative content and learning systems; offer, by means of their schools, basic education, pre-university preparatory courses, language courses for children and adolescents; educational solutions for technical and higher education, among other complementary activities, such as education technology development for services to complement management and training; the administration of kindergarten, elementary and high school activities; advising and/or enabling the possibility of direct and indirect financing of students in relation to their respective school modalities and the development of software for adaptive teaching and optimization of academic management.

Cogna carries out its activities through its direct subsidiaries: Editora e Distribuidora Educacional S.A. (“EDE”), Anhanguera Educacional Participações S.A. (“AESAPAR”), Vasta Platform Limited (“Vasta”), Saber Serviços Educacionais Ltda. (“Saber”) and Pitágoras Sistema de Educação Superior Sociedade S.A (“PSES”).

The Company is listed on B3 - Brasil, Bolsa, Balcão, in the special segment referred to as Novo Mercado, under code COGN3 through which it trades its common shares. In addition, the subsidiary Vasta has been publicly traded on the North American stock exchange NASDAQ, operating under code VSTA.

The individual and consolidated financial statements were approved to be issued by the Board of Directors' Meeting on March 11, 2025.

2. Material accounting policies

The Group applied the accounting policies described below consistently to all the years presented in these individual and consolidated financial statements, unless otherwise indicated.

2.1. Basis of preparation

The Company’s individual and consolidated financial statements were prepared according to the accounting practices adopted in Brazil, including the pronouncements issued by Accounting Pronouncement Committee (CPC) and International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) and evidence all information of financial statements, and only them, which are consistent with those used by Management in its administration.

The financial statements were prepared considering the historical cost as value basis, which, in case of certain financial assets, other financial assets and liabilities is adjusted to reflect the measurement at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires Company's management to exercise its judgment in the process of applying the Group's accounting policies. Those areas requiring the highest level of judgment and having the highest complexity, and the areas where assumptions and estimates are material for the financial statements are disclosed in Note 3.

In thousands of reais, unless otherwise indicated

2.2 Consolidation

The Company consolidates all entities in which they retain control, i.e., is exposed to or is entitled to variable returns from its involvement in an investee and has the capacity to direct activities related of the investee. The subsidiaries included in the consolidation are described in the Note below.

a) Subsidiaries

Subsidiaries are all entities in which the Group retains control, i.e., is exposed to or is entitled to variable returns from its involvement in an investee and has the capacity to direct activities related of the investee. The subsidiaries are fully consolidated as of the date control is transferred to the Group. Consolidation is interrupted beginning as of the date in which the Group no longer holds control.

Investments in subsidiaries are determined under the equity method, whose investment is initially recognized at acquisition cost and subsequently adjusted by changes in the investees' net assets. Investments in jointly-controlled operations (when applicable) are recognized proportionately in relation to the interest in the joint operation.

Identifiable assets acquired and liabilities assumed for the acquisition of subsidiaries in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes the interest of the non-individual in that acquiree both by is fair value as well as by its proportional part in the non-controlling interest in the fair value of the net assets of that acquired. Measurement of the non-individual interest is determined in each acquisition made. Costs related to acquisition are accounted for in income for the year, as incurred.

Transactions, balances and unrealized gains from transactions among the Group’s companies are eliminated. Unrealized losses are also eliminated, unless the transaction shall provide impairment evidence of the asset transferred. The accounting policies of new subsidiaries are changed when required in order to assure the consistency with the policies adopted by the Group.

Below is a list of the companies controlled by the Company for the years ended December 31, 2024 and 2023:

	Interest %	
Consolidated companies	**12/31/2024**	**12/31/2023**
Direct subsidiary:		
AESAPAR - Anhanguera Educacional Participações S.A.	84.55	84.55
Indirect subsidiaries AESAPAR:		
AESAPRO - Clínica Médica Anhanguera Ltda.	99.99	99.99
PSES Serviços Educacionais Ltda.	99.99	99.99
Platos Soluções Educacionais S.A.	31.93	31.93
Ampli Educacional S.A.	99.99	99.99
CSP Serviços de Pagamento Ltda.	99.99	99.99
CSP Participações Ltda.	99.99	99.99
Indirect subsidiary CSP Participações:		
Voomp Bank Instituição de Pagamento Ltda.	99.99	99.99
Direct subsidiary:		
EDE - Editora e Distribuidora Educacional	99.99	99.99
Indirect subsidiaries EDE:		
Orme - Orme Serviços Educacionais	99.99	99.99
Projecta - Projecta Educacional	99.99	99.99
Platos Soluções Educacionais S.A.	68.07	68.07
AESAPAR - Anhanguera Educacional Participações S.A.	15.45	15.45
Saber - Saber Serviços Educacionais S.A.	37.96	37.96
CAdE - Centro Avançado de Ensino Ltda.	99.99	99.99
Direct subsidiary:		
Saber - Saber Serviços Educacionais S.A.	62.04	62.04
Indirect subsidiaries Saber:		

Somos Idiomas S.A.	99.99	99.99
Editora Scipione S.A.	84.17	84.17
Editora Ática S.A.	99.99	99.99
Saraiva Educação S.A.	99.99	99.99
Saraiva Soluções Educacionais S.A.	70.28	70.28
Editora Pigmento Ltda.	99.99	99.99
Editora Joaquim Ltda.	99.99	99.99
Editora Todas as Letras Ltda.	99.99	99.99
Indirect subsidiaries Editora Ática:		
SB Sistemas	99.99	99.99
SGE Comércio de Material Didático Ltda.	99.99	99.99
Eligis Tecnologia E Inovação Ltda	99.99	99.99
Saraiva Soluções Educacionais S.A.	29.72	29.72
Maxiprint Editora Ltda.	99.99	99.99
Sinvisa Investimentos Ltda.	99.99	99.99
Editora Scipione S.A.	15.83	15.83
Indirect subsidiaries Saraiva Educação:		
Saraiva Gestão de Marcas Ltda.	50.00	50.00
SRV Editora Ltda. (“SRV”) (i)	-	99.99
Indirect subsidiaries - Sinvisa Investimentos:		
Educação Inovação e Tecnologia S.A ("AppProva")	99.99	99.99
Nice Participações S.A.	99.99	99.99
Direct subsidiary:		
PSES - Pitágoras Sistema de Ensino Sociedade	99.99	99.99
Direct subsidiary:		
Vasta Platform Limited (“Vasta”)	77.00	77.00
Indirect subsidiaries Vasta Platform:		
Somos Sistemas de Ensino S.A. (“Somos Sistemas”)	99.99	99.99
Indirect subsidiaries Somos Sistemas:		
Colégio Anglo São Paulo Ltda	99.99	99.99
A & R Comercio e Serviços de Informática Ltda ("Pluri") (ii)	-	99.99
Sociedade Educacional da Lagoa ("SEL")	99.99	99.99
Emme - Produções de Materiais em Multimídia Ltda.	99.99	99.99
Phidelis Tecnologia Desenvolvimento de Sistemas Ltda. (iii)	-	99.99
MVP Consultoria e Sistemas Ltda. (“MVP”)	99.99	99.99
Escola Start Ltda. (“Start”)	51.00	51.00

(i) On May 31, 2024, the indirect subsidiary Saraiva Educação S.A. sold the company SRV. See Note 4.
(ii) On October 1, 2024, the indirect subsidiary “Somos Sistemas” took over the company Pluri.
(iii) On October 1, 2024, the indirect subsidiary MVP took over the company Phidelis.

b) Associates

Associates are the entities in which the Group has, directly or indirectly, significant influence but does not control or jointly-control on financial and operating policies.

Investments in associates are accounted under the equity method. Such investments are initially recognized by the cost, which includes expenditures with transactions. After initial recognition, consolidated financial statements include the Group’s interest in investee’s income or losses for the year and other comprehensive income up to the date in which there is an influence.

As of December 31, 2024 and 2023, Company’s financial statements include the following associates:

	Interest %	
Indirect associates	**12/31/2024**	**12/31/2023**
Educbank Gestão de Pagamentos Educacionais S.A.	43.10	45.00
Minha Biblioteca Ltda.(i)	0.00	20.00

(i) Relative to the stake of the indirect subsidiary Saraiva Educação, sold as Note 4.

c) Non-controlling interest

The Group regards transactions with non-controlling interests as transactions with the owners of Group's assets. For purchases of non-controlling ownership shareholders, the difference between any considerations paid and the acquired portion of the book value of the subsidiary is recorded in shareholders' equity. Gains or losses on disposals for non-controlling interest are also directly recorded in net assets "Equity valuation adjustments".

d) Business combinations

In accordance with the provisions of CPC 15 (R1) - Business combinations, the acquisitions are recorded under the acquisition method when the set of activities of an entity meets the definition of a business and the control is transferred to the Company. The consideration transferred is usually measured at fair value, as well as the identifiable net assets acquired. Any contingent consideration payable is measured at fair value on the acquisition date and remeasured at each reporting date, and subsequent changes at fair value are recorded in the result for the year. Any goodwill arising from the transaction is annually tested for evaluation of impairment. The business combinations carried out during the year are described in further detail in note 5.

e) Operating segments

The information by operating segment is presented in a manner consistent with the internal report submitted to the Executive Board, which is the main operational decision maker, in addition to being responsible for allocating resources, evaluating performance and making strategic decisions in the Company. The Company's segmentation structure is divided into:

(i) **Kroton:** B2C (Business to Consumer) Vertical of Higher Education that operates in the on campus and distance (DL) learning modalities and the B2C (Business to Business to Consumer) vertical of Higher Education which offers Continuing Education products and services, both on campus and Distance Learning Education are considered. Operating results are regularly analyzed by the main manager of this segment, considering all the registered businesses, even for on campus and distance learning education modalities. Although the revenue from these two modalities have different origins, the costs are fully shared, considering that even for on campus courses there are already more than 30% of subjects being taken by the student in the distance modality, in addition, the on campus units are used as distance hubs and share managers and administrative teams;

(ii) **Vasta:** Composed of the vertical that serves the market: (i) B2B (Business to Business) market of Basic Education, comprising the services platform for schools, which offers a range of educational products and solutions, including digital services that support the school management process; and (ii) B2G (Business to Government), for primary and secondary education, with a broad portfolio of core content solutions, digital platforms and complementary products, along with customized learning solutions. Revenue has a subscription model concept with long-term agreements;

(iii) **Saber:** Composed of Brazilian Book and Teaching Material Program (NBTP), preparatory courses for exams and OAB (Brazilian Bar Association) and services rendered by Group's language schools ("Red Balloon"), in addition to the operation that provides services to Public Basic Education B2Gov (Business to Government).

f) Cash generating units – ("CGU")

For impairment valuation purposes, assets are grouped at the lowest levels for which there are separately identifiable cash flows (Cash Generating Unit - "CGU"). For testing purposes, goodwill is allocated to CGUs or to groups of cash generating units that will benefit from the business combination from which the goodwill was generated. In this context, the Company identifies its operations through the following CGU's: (i) Kroton, segregated into Kroton Med and Kroton Ex-Med; (ii) Vast, Content and EdTech Platform; and (iii) Saber segregated into NBTP and Languages. Further information on asset and goodwill impairment test are presented in Note 17.

2.3 Functional and presentation currency

The items included in the financial statements of each of the Group's companies are measured using the main currency of the economic environment where it operates (the "functional currency"). The individual and consolidated financial statements are being presented in Brazilian reais, functional currency of the Company and also, the presentation currency of the Group. All balances have been rounded to the nearest value, unless otherwise indicated.

2.4 Statement of comprehensive income

Other comprehensive income includes revenue and expense items (including reclassification adjustments, when applicable) that, in accordance with the procedures, are not recognized in the statement of income as required or permitted under the Pronouncements, Interpretations and Guidance issued by CPC, when applicable. In the years ended December 31, 2024 and 2023, the Group did not present items other than the results for the years presented in the individual and consolidated statements of income.

2.5 Statement of added value

The Company prepared the individual and consolidated statements of added value ("DVA") as an integral part of the financial statements, as required by Brazilian corporate law and accounting practices adopted in Brazil, in accordance with the criteria defined in CPC 09 (R1) - Statement of Added Value. In the years ended December 31, 2024 and 2023, the Group made certain non-material reclassifications for better presentation and compliance with the standard.

2.6 Cash and cash equivalents

Cash and cash equivalents include cash, available bank deposits and other short-term, highly liquid investments that are readily convertible into known amounts of cash subject to an insignificant risk of changes in value.

2.7 Financial assets and liabilities

All financial assets and liabilities are initially recognized when the Company becomes a party to the instrument's contractual provisions.

Financial assets

Upon initial recognition, a financial asset is classified as measured: at amortized cost, at fair value through profit or loss or at fair value through other comprehensive income. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for the management financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model. They comprise cash and cash equivalents, marketable securities, derivative financial instruments, trade receivables, trade receivables from the sale of subsidiaries, amounts receivable from related parties, other credits and other investments and interest in entities.

A financial asset is measured at amortized cost if it meets both conditions below and is not designated as measured at fair value through profit or loss:

- It is held within a business model whose purpose is to maintain financial assets to receive contractual cash flows, and;

- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the outstanding principal value.

A financial asset is measured at fair value through other comprehensive income if it meets both conditions below and is not designated as measured at fair value through profit or loss:

- It is maintained within a business model whose purpose is achieved by both the receipt of contractual cash flows and the sale of financial assets, and;

- Its contractual terms generate, on specific dates, cash flows which are only payments of principal and interest on outstanding principal value.

All financial assets not classified as measured at amortized cost or at fair value through other comprehensive income, as described above, are classified at fair value through profit or loss.

Company's investments are initially recognized at fair value plus transaction cost for all financial assets not classified at fair value through profit or loss. Financial assets classified at fair value through profit or loss are initially recognized at fair value, and transaction costs are charged to profit (loss). Financial assets are written off when rights to receive cash flows have been expired or transferred; in the latter case, as long as the Group has transferred virtually all ownership risks and benefits. Financial assets measured at fair value through profit or loss are subsequently recorded at fair value.

Gains or losses resulting from fluctuations in their fair value of financial assets measured at fair value through profit or loss are presented in statement of income under "Finance income" caption for the period in which they occur.

Considering their respective nature, as of December 31, 2024, the Company's financial assets are classified as measured at amortized cost, except for marketable securities, derivative financial instruments and other investments, which are measured at fair value through profit or loss.

Financial liabilities

Are measured at amortized cost using the effective interest rate method. They comprise loans and bonds, in addition to balances payable to suppliers and risk of anticipation of reverse factoring, accounts payable for business combination and acquisition of associates of companies and amounts payable to related parties.

The Group fails to recognize a financial liability when its contractual obligations are discharged or canceled or expire. The Group also derecognizes a financial liability when terms are modified, and the cash flows of the modified liability are substantially different if a new financial liability based on the terms changed is recognized at fair value.

Financial assets and liabilities are offset and their net amounts in the balance sheet only when there is a legal right to offset the amounts recognized and there is an intent to settle them on net bases, or realize the asset and settle the liability simultaneously.

Impairment of financial assets

The Group assesses, on a forward-looking basis, the expected credit losses associated with debt securities recorded at amortization cost and at fair value through the result. Applied methodology depends on whether significant increase in credit risk occurred or not.

For trade receivables, the Group recognizes expected losses from the initial recognition of receivables and according to the maturity ranges of the marketable securities and rollover between these ranges, as described in note 9 (c).

2.8 Derivative financial instruments

Derivative financial instruments are recognized at fair value on the date the derivative agreement is entered into, and are subsequently remeasured at their fair value through profit or loss. The respective gains or losses incurred are recorded under finance result in the statement of income. The accounting balances and risks linked to this operation are presented in further details in Note 6.2 (a).

2.9 Trade receivables

Correspond to trade receivables for the sale of goods or provision of services by the Group.

Revenue is recognized when the control of a good or service is transferred to a client for an amount equal to the estimated transaction price.

Trade receivables are initially recognized at fair value and, subsequently, measured at amortized cost using the effective interest rate method less provision for impairment. The provision for losses is established since billing based on the performances presented by the different business lines and respective expected collections up to 365 days from the maturity. Specifically for Vasta and Saber business unit, the period of 540 days from the maturity is considered.

The Company sets up the impairment losses on trade receivables monthly by analyzing the amounts of receivables recorded each month (in the period of 12 months for the Kroton segment and 18 months for the Vasta and Saber segment) and the respective openings by delay ranges, calculating their recovery performance. In this methodology, for each delay range, a percentage of probability of estimated loss is assigned considering current and historical information of delinquency for each product. The Company considers the expected cash inflow for its agreements on renegotiated marketable securities with a maturity date over 360 days, and additionally, the calculation of the impairment losses on trade receivables considers an expectation of recovery of the renegotiated marketable securities, based on the historical average of the cash event of the renegotiation with the student.

For PEP – Private Student Installment Payment – the Company recognizes impairment losses on trade receivables, related to receivables, reflecting management's best estimate of future delinquency. This provisioning mainly considers: a) the future expected loss for students with installment payments, which is higher than the average of paying students; and b) the percentage of historical dropout and graduation of students. On a regular basis, the amount provisioned is revalued based on outstanding marketable securities on the base date of trade receivables, as mentioned in Note 9. Additionally, the Company no longer offers this product to new students since 2021.

Regarding PMT – Installment Payment of Late Enrollment, the Company follows a process similar to the one mentioned above in relation to PEP, and additionally charges the student’s current bank slips. This product continues to be offered to new entrants, both on campus and distance learning education.

2.10 Inventories

Inventories are stated at cost or net realizable present value, whichever is lower. The inventory valuation method is the average cost method. The cost of finished products and work in progress comprises editorial costs (such as design costs), raw materials, direct labor, other direct costs and the respective direct production expenses.

The Company makes a provision for losses on inventory of slow moving finished products and raw materials and they are periodically assessed and evaluated as to the realization expectation. Management periodically assesses the need to send such products for destruction.

2.11 Assets and liabilities held for sale and discontinued operations

Non-current assets held for sale are classified as "held for sale" if it is highly probable that they will be primarily recovered through sales instead of the continuous use. Assets held for sale are generally stated at the lowest value between their book value and the fair value less selling expenses. Impairment losses determined in the initial classification as held for sale and gains and losses from subsequent measurements, are recognized in profit (loss). Once classified as held for sale, intangible assets and property and equipment are no longer amortized or depreciated, and any investment measured under the equity method is no longer subject to the application of the method.

(i) Represents a separate major line of business or geographical area of operations;

(ii) Is part of an individual coordinated plan to sell an important separate business line or geographical operation area; or

(iii) It is a subsidiary acquired only for the purpose of resale.

The classification as a discontinued operation is made upon its disposal or when the operation fails to meet the criteria for being held for sale, if this occurs before. When an operation is classified as a discontinued operation, the comparative statements of income and the statement of comprehensive income are reissued as if the operation had been discontinued since the beginning of the comparative period.

In the year ended December 31, 2023 and in interim quarters of 2024 before the closing of transaction involving the sale of the book market operation of Educational Solutions for Technical and Higher Education ("SETS"), and in compliance with the provisions of CPC 31, the Company reclassified its assets and liabilities linked to the SETS business, to the line "Assets Held For Sale" and "Liabilities Held For Sale."

Also in accordance with the aforementioned CPC 31, the impacts on the result for the year linked to the "SETS" operation, were also reclassified to a specific line in the statement of income for the period, named "result of discontinued operations".

The balances presented in the value added statement encompass continued and discontinued operations, while the Profit (Loss) notes only present continued operations. The equity balances for the year ended December 31, 2023 were adjusted and segregated into assets and liabilities held for sale. See Note 4.

2.12 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes acquisition, formation or construction cost. Historical cost also includes financing costs related to the acquisition of qualified assets.

Subsequently incurred costs are added to the asset's book value or are recognized as a separate asset, as applicable, only when it is likely that associated future economic benefits will flow and that the item's cost can be reliably measured. The book value of replaced items and parts is written off. All other maintenance and repair costs are recorded as a contra entry to profit (loss) for the year, when incurred.

Lands are not depreciated. Depreciation of other assets is calculated using the straight-line method, with the costs of other assets being allocated to their residual values over the estimated useful life, as follows:

In thousands of reais, unless otherwise indicated

	Useful life (years)	
	2024	2023
IT equipment	3	3
Furniture, equipment and fixtures	11	11
Library	8	8
Buildings and improvements [i]	25	25

[i] The buildings and improvements have a defined useful life in accordance with the maturity of the lease agreement.

Residual values and the useful lives of material assets are reviewed and adjusted, if adequate, at the end of each year.

The Company reviewed the useful life of its assets and concluded that the depreciation rates used are consistent with its operations as of December 31, 2024 and 2023.

The asset's book value will be immediately written off to its recoverable value if the asset's book value is greater than its estimated recoverable amount. Gains and losses from divestitures are determined by the comparison of results with the book value and are recognized under “Other operating expenses (income)” in the statement of income.

2.13 Intangible assets

Intangible assets are stated at acquisition costs, less accumulated amortization and impairment losses, and are comprised of rights and concessions that mainly include software, related to computer program licenses, trademarks, operating licenses, in addition to the goodwill based on expected future profitability (goodwill), resulting from a business combination, as well as relationships with clients, whether contractual or not. A review of the recoverability of intangible assets with indeterminate useful lives and goodwill is performed annually.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures, including expenditures on internally-generated goodwill and trademarks and patents, are recognized in the profit (loss) as incurred.

Below is a more detailed description of each of them:

a) Goodwill

Goodwill is represented by the difference between the amount transferred and the fair value of identifiable net assets, and liabilities assumed in a business combination.

b) Software

Licenses acquired for computer programs are capitalized based at the costs incurred to acquire the software and prepare them for use or to develop new functionalities for the existing ones. These costs are amortized over the estimated useful life of the respective software, up to 5 years.

The directly attributable costs, which are capitalized as part of the software product or project, include costs on employees allocated to the development and an adequate portion of direct expenses and are amortized under the straight-line method throughout its useful lives.

Development costs that do not meet the capitalization criteria are recognized as expenses as incurred. Development costs previously expensed are not recognized as asset in a subsequent period.

c) Content production and digital book

Development expenditures with platform contents are capitalized only if they can be measured reliably, if the product or process is technically and commercially feasible, if future economic benefits are probable, and if the Company intends to and has sufficient resources to complete development and use or sell the asset. Otherwise, it is recognized in Profit or Loss when incurred. After initial recognition, development expenses are measured at cost less accumulated amortization and any accumulated impairment losses. Amortization is calculated using the straight-line method over its estimated useful life of three years. The Company did not identify changes in the useful life at December 31, 2024 and 2023.

d) Trademarks

Separately acquired trademarks and licenses are initially stated at historical cost. Trademarks and licenses acquired within a business combination are recognized at fair value on the acquisition date. Subsequently, trademarks and licenses with defined useful life are recorded at the cost less accumulated amortization. Amortization is calculated under the straight-line method to allocate cost of trademarks and licenses over their estimated useful life from 19 to 30 years.

e) Hub operation license and partner network

The hub is a local operational unit that can be either its own or belong to third parties (partners) and is responsible for providing the structure to the student in audiovisual, library and computer resources, so as to support the distance learning. Amortization is calculated under the straight-line method over the estimated period of use of the license, in up to 25 years.

f) Contractual relationships with clients (“client portfolio”)

Client portfolios acquired in a business combination are recognized at fair value on the acquisition date. Contractual relationships with customers have a defined useful life and are recorded at cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected useful life of the client relationship, up to 12 years.

g) Non-contractual relationships with clients (“non-compete agreement”)

The non-contractual relationship with clients or student portfolio represents a key intangible asset that is separable from and has a different value than the tangible assets acquired and goodwill. Non-contractual relationships with clients have a defined useful life of 3 to 14 years and are stated at cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected useful life of the client relationship.

2.14 Impairment of non-financial assets

Assets with an indefinite useful life, such as goodwill, are not subject to amortization and are tested every year to identify any possible need of impairment. Goodwill impairment reviews are conducted annually or more often if events or changes in the circumstances indicate possible impairment.

Assets subject to amortization are reviewed to confirm their impairment whenever events or changes in circumstances indicate that the book value may not be recoverable. An impairment loss is recognized when the book value of the asset exceeds its recoverable value which reflects the higher value between the fair value of the asset minus the costs of disposal and its value in use.

As mentioned in Note 2.2, assets are grouped into the smallest cash-generating unit for which there are separately identifiable cash flows. For the purposes of this test, the Company identifies its operations by the following CGUs: (i) Kroton, segregated into Kroton Med and Kroton Ex-Med; (ii) Vasta, Content and EdTech Platform; and (iii) Saber segregated into NBTP and Languages.

Non-financial assets, except goodwill, that suffered impairment are then reviewed for an analysis of a possible reversal of impairment on the balance sheet date. Further information about the impairment test of goodwill intangible assets is described in Note 17(b).

2.15 Suppliers and reverse factoring

Trade accounts payable are obligations due for assets or services acquired from suppliers in the normal course of businesses. They are initially recognized at fair value and, subsequently, measured at amortized cost using the effective interest rate method.

Some domestic suppliers have the option to assign the Company's receivables, without recourse to financial institutions. Through these operations, suppliers can anticipate their receipts with reduced financial costs since the financial institutions consider the credit risk of the Company. The operation does not change the terms, prices and conditions formerly agreed with the suppliers. The Company classifies these operations in a specific caption "Suppliers – reverse factoring". In the cash flow statements, these amounts are allocated as operating activity, since such transaction has a similar nature as accounts payable to suppliers. Furthermore, the Company, pursuant to technical pronouncement CPC 12, adjusts the liability assumed with suppliers to present value by segregating the interest included in each negotiation and appropriating it to its finance result, under finance costs.

2.16 Loans and bonds

They are initially recognized at fair value, net of costs incurred in the transaction and are subsequently stated at amortized cost. Any difference between the amounts raised (net of transaction costs) and the redemption amount is recognized in the income statement during the period while the loans are in progress, under the effective interest rate method.

They are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet dates.

2.17 Leases

The Company has adopted CPC 06 (R2) / IFRS 16 – Leases and recognizes the liabilities for future payments and the right-of-use leased assets for almost all commercial lease agreements, including operating leases. Agreements valid for less than 12 months, or with low value, do not fit into this context.

The recognition of right-of-use assets and lease liabilities in the balance sheet is initially carried out considering the measurement at present value of future minimum lease payments. Additionally, in the Company's Statements of Cash Flow, the total amount of cash paid in these operations is separated from the total amount: (i) principal amount (presented within financing activities) and; (ii) interest amount (presented in operating activities).

2.18 Provisions for tax, civil and labor losses

Allowances for losses on labor, tax and civil lawsuits and administrative proceedings are recognized when: (i) the Group has a legal present or not formalized obligation resulting from past events; (ii) it is likely that an outflow of funds will be required to settle the obligation; and (iii) the amount can be estimated on reliable basis.

The provisions are measured at the present value of the expenditures that shall be necessary to settle the obligation, using a pre-tax rate which reflects the current market evaluations as to the value of the cash over time and the specific risks of the liability. The increase in the obligation over time is recognized as a finance cost.

2.19 Liabilities assumed in the business combination

Under CPC 15 - Business combination - the Company, based on the reports of its legal and financial advisors, recognizes provisions for the liabilities assumed in the business combination. They are recognized when the Company finds potential noncompliance in relation to past practices of the subsidiaries acquired by the Company regarding compliance with labor, civil and tax legislation, and related to the period when they belonged to the former owners of the acquired companies.

The Company recognizes, in accounting terms, the potential obligations resulting from past events whose fair value can be reasonably measured, even if it depends on the occurrence of future events to materialize in contingencies.

2.20 Current and deferred income tax and social contribution

The taxable income for the year comprises the Corporate Income Tax - IRPJ and the Social Contribution on Net Income - current and deferred CSLL, calculated on income before taxes and recognized in the Statement of Income.

The IRPJ and CSLL are calculated at the rates of 25% and 9% respectively, adjusted to taxable income by the additions and exclusions provided for in the legislation. Deferred income tax and social contribution are calculated on tax losses, social contribution tax loss carryforwards and other temporary differences in the balances of assets and liabilities for tax purposes and in the financial statements. Deferred income tax and social contribution assets and liabilities are fully recorded in the financial statements, except, in the case of assets, when it is not probable that future taxable profits will be realized, in this scenario, there is a limit to the amount of the deferred asset to be recognized.

Deferred income tax and social contribution assets and liabilities are offset when there is an exercisable legal right to offset current tax assets against current tax liabilities and when deferred income and social contribution tax assets and liabilities are related to the income tax and social contribution is levied by the same tax authority and on the taxable entity or different taxable entity when there is an intent of settling the balances on a net basis.

The higher education institutions controlled by the Company are included in the *Universidade para Todos* Program - ProUni, which establishes, through Law 11096, of January 13, 2005, exemption from certain federal taxes (PIS, COFINS, IRPJ and CSLL) to higher education institutions that grant full and partial scholarships to low-income students enrolled in traditional undergraduate courses and technological graduation courses. The regulation is valid until 2032, renewable for another 10 years.

As permitted by the tax legislation, certain subsidiaries whose annual revenue for the previous year was less than R$ 78,000 opted for the presumed profit regime. For these companies, the calculation basis of income tax is calculated at the rate of 8% and that of social contribution at the rate of 12% on gross revenues (32% when the revenue arises from service provision and 100% from finance income), to which the regular income tax and social contribution rates are applied.

As described in the accounting interpretation ICPC22 / IFRIC 23, liabilities related to uncertain tax positions are recognized only when Management determines, based on the opinion of its internal and external legal advisors, that the tax authority is unlikely to accept the tax treatment adopted by the Company.

2.21 Basic and diluted earnings or losses per share

Basic earnings or losses per share are calculated by dividing result attributable to Company's shareholders by the weighted average number of common shares issued during the year, less the common shares purchased by the Company and held as treasury shares.

The effect of dilution per share is calculated on the income attributable to shareholders by adjusting to weighted average quantity of outstanding common shares, assuming conversion of all common shares that would possibly provoke dilution. The Company has stock options with potential dilutive effects.

2.22 Employee benefits

2.22.01 Short-term benefits

Obligations for short-term employee benefits are recognized as personnel expenses as the related service is provided. The liability is recognized at the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be reliably estimated.

The Company also provides its commercial team with commissions based on existing sales and revenue targets, which are periodically reviewed. These amounts are provisioned under "Salaries and social contributions" on a monthly basis according to the achievement of such targets, with payments being made at certain periods of the year.

2.22.02 Share-based payment

The Group offers managers and/or strategic employees of the Company (or other companies under its direct or indirect control) Long-Term Incentive (LTI) Plans with share-based payment.

The fair value of restricted shares granted or options granted is recognized as an expense over the period in which the stock option vests, which represents the period that specific vesting conditions must be met. The contra-entry is recorded as a credit in capital reserves - share-based payment expense in the shareholders' equity.

Labor charges incurred are recognized as an expense in Profit or Loss against Liabilities and are updated monthly based on the closing price of the respective base shares.

On the balance sheet dates, the Company revises its estimate of the number of options that will vest based on the established conditions. The impact of the review of the initial estimates, if any, is recognized in the Statement of Income, forward-looking.

The plans in force in 2024 are as follows:

a) Vasta's restricted stock option plans – RSU: approved on July 31, 2020 by Cogna Educação S.A., a shareholder of Vasta Platform Limited, aiming to increase the involvement of eligible beneficiaries in the creation of value and profitability of the subsidiary, as well as encourage them to make significant contributions to the performance and growth of Vasta Platform Limited in the long term, and the fair value of the restricted shares granted is measured at the market price of the shares of the subsidiary Vasta on the grant date.

b) Stock option plan - 2021 Performance Shares: approved on April 28, 2021, with the purpose of the Plan is to allow Grantees to receive Options that will give them the right, subject to certain performance conditions, to acquire and subscribe Cogna's shares. The fair value of options granted is measured at the market price of the Cogna's shares on the grant date and the Strike Price of the Options granted will be R$ 0.01 per Share.

c) Stock option plan - 2023 Performance Shares: approved on April 28, 2023, this new Plan provides for the possibility of share-based payment expense of two different types: “Extraordinary Bonus Options” and “Performance Options”, which differ by (i) the respective grace periods, (ii) by the Grantees who will be beneficiaries and (iii) by the possibility of adjusting the number of options that may actually be exercised by the Grantee based on the Company’s financial performance, verifying the degree of achievement of certain annual financial targets. The fair value of options granted is measured at the market price of the Cogna’s shares on the grant date and the Strike Price of the Options granted will be R$ 0.01 per Share.

d) Stock option plan - 2023 Performance Share - VASTA: At a meeting of the Board of Directors of the subsidiary Vasta Platform Limited, held on August 09, 2023, a new Long-Term Incentive (LTI) Plan was approved based on the “2023 Performance Shares Plan” model adopted by Cogna. The fair value of options granted in Vasta’s Performance Shares Plan is measured at the market price of Vasta Platform Limited’s shares on the grant date and the Strike Price of the Options granted will be R$ 0.01 per Share.

2.23 Share capital

Company's common shares are classified in the shareholders' equity. Incremental costs directly attributable to issue of new shares or option are shown in shareholders’ equity as a deduction of the amount obtained, net of taxes.

When any Company’s subsidiary buys shares of the Company (treasury shares), the amount paid, including any additional directly attributable costs (net of income tax), is deducted from the capital attributable to the Company's shareholders until the shares are cancelled or reissued. When those shares are subsequently reissued, any amount received, net of any additional directly attributable transaction costs, and of respective effects of IRPJ and CSLL, is included in the capital attributable to the Company's shareholders.

2.24 Treasury shares

Own equity instruments that are repurchased (treasury shares) and recognized at acquisition cost and deducted from shareholders’ equity. No gain or loss is recognized in the statement of income on the purchase, sale, issue or cancellation of the Company’s equity instruments.

2.25 Dividends and interest on own capital

Proposal for payment of dividends and interest on own capital made by the management that is within the portion equivalent to minimum mandatory dividend is recorded in current liabilities in the “Dividends and interest on own capital group” as it is considered as a legal obligation provided for in the Company’s Bylaws. The portion of dividends in excess of the minimum mandatory dividend, declared by Management after the accounting period to which the financial statements refer, but before the date of authorization for disclosure of the financial statements, will be recorded upon actual payment. Any dividend paid that is higher than the minimum mandatory dividend is in the line of “additional proposed dividends” in shareholders' equity.

2.26 Revenue from sale and services

Revenue comprises the fair value of the consideration received or receivable for the sale of products and services in the Group's normal course of activities. Revenue is presented net of taxes, returns, rebates and discounts and adjusted to present value, and after elimination of sales between Group companies.

CPC 47/IFRS 15 establishes a five-step model applicable to revenue earned from a client contract, regardless of the type of revenue transaction or industry: (i) When the parties to the contract approve the contract and are committed to fulfilling their respective obligations; (ii) When the Entity can identify the rights of each party related to the goods or services transferred; (iii) When the entity can identify the payment terms for the goods or services to be transferred; (iv) When the agreement has commercial substance, and; (v) When it is probable that the Entity will receive the consideration to which it will be entitled in exchange for the goods or services which will be transferred to the client.

Below we present the policies adopted for revenues from sales of products (books, publications, content of subscriptions), and also from sales of services (on campus higher education courses, distance higher education, and basic education):

a) Revenue from sale

Revenue from the sale of products is recognized when (or as) it satisfies the performance obligation by transferring the promised good to the client, and its recognition may be at a specific time or over the agreement period. The Company adopts the policy of recognizing revenue on the date the product is delivered to the purchaser.

Advance receipts from the sale of teaching collections are recorded under “Contractual obligations and deferred income” and recognized upon delivery of the material.

b) Revenue from services

The revenue from sale of services consists mainly of the provision of higher education (undergraduate) courses and is recognized based on the services performed until the balance sheet date. The following conditions are observed when revenue from student agreements is recognized, according to the form of payment for the service: (i) the existence of a valid and signed agreement; (ii) the value of the services is easily identifiable and, (iii) it is probable that the entity will receive consideration for the services provided.

The monthly fees of the courses and respective discounts vary according to the course, unit or academic term. Six monthly fees are charged each semester, the first being usually considered as enrollment fee. The students’ bond always takes place in twice-yearly and the renewal by the students depend on the fulfillment of academic and contractual obligations, at the end of the academic semester.

FIES (Student Financing Program) students, whose agreements are financed under this government program, need to carry out the validation and amendment of the agreement with the NFDE (National Fund for the Development of Education). The Company carries out additional validation and verification procedures, including, without limitation, the monitoring of the status of the students’ agreement amendment process in the SisFies (FIES Computerized System), to ensure the receipt of the installments on normal and recurring basis. Additionally, the student signs an agreement for provision of educational services with the Educational Institution (university or college) and, in case of delinquency, the institution can directly charge the student.

For the monthly fees of distance learning education courses – DL, a percentage between 30% and 36% is transferred to the partner hub that gives on campus classes, which varies according to the size of the classes and has specific rules that may change according to each hub. The agreement between the subsidiaries and the hub is a joint operation and establishes the rights of the parties to the respective revenues and the obligations for the respective expenses, thus, revenue is recognized only on the portion referring to the interest of the Company and its subsidiaries. Upon receipt of the student's monthly fee, accounts payable are created for the partner hubs.

The hub is a local operational unit that can be either its own or belong to third parties (partners) and is responsible for providing the structure to the student in audiovisual, library and computer resources, so as to support the distance learning.

Revenue from basic education services consists of language courses and preparatory courses. They are recognized over their duration.

c) Revenue from royalties

Revenue from royalties is recognized on accrual basis in conformity with the essence of applicable agreements.

In the Group, this revenue refers mainly to the franchise contracts maintained by the subsidiary Red Balloon with its franchise network.

2.27 Finance income and costs

The finance income and costs of the Company mainly comprise the following:

- Interest revenue on students' monthly fees;
- Interest expense from loans and bonds;
- Net gains/losses on financial assets measured at fair value through profit or loss;
- Interest on loan agreement receivable of subsidiaries;
- Update of liabilities for acquisition of subsidiaries;
- Expenses of inflation adjustment for contingencies and liabilities assumed in the business combination;

They are recognized as the Company becomes party to the contractual provisions of the instrument. Additionally, they are recognized under the effective interest method.

2.28 Fair value measurement

Fair value is the price that would be received upon the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants at the measurement date, on the primary market or, in the absence thereof, on the most advantageous market to which the Company has access on such date. The fair value of a liability reflects its risk of non-performance, which includes, among others, the credit risk of the business itself.

If there is no price quoted on an active market, the Company uses valuation techniques that maximize the use of relevant observable data and minimize the use of non-observable data. The valuation technique chosen incorporates all the factors that market participants would consider when setting the price for a transaction. If an asset or liability measured at fair value has a purchase and sale price, the Group measures the assets based on purchase prices and the liabilities based on sale prices. A market is considered as active if the transactions for the asset or liability take place with sufficient frequency and volume to provide information on prices on an ongoing basis.

The best evidence of the fair value of a financial instrument upon initial recognition is usually the transaction price – i.e., the fair value of the consideration given or received. If the Business determines that the fair value at initial recognition differs from the transaction price and the fair value is not evidenced by a price quoted in an active market for an identical asset or liability or by a valuation technique for any unobservable value. As the data are considered insignificant in relation to the measurement, the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value at initial recognition and the transaction price. This difference is subsequently recognized in the statement of comprehensive income on an appropriate basis over the useful life of the instrument, or until its assessment is fully supported by observable market data or the transaction is closed, whichever occurs first.

2.29 New or reviewed pronouncements applied for the first time in 2024 and new standards and interpretations not effective yet

The Group adopted certain standards and amendments for the first time, which are effective for annual periods beginning on or after January 1, 2024 (unless when otherwise indicated). The Group decided not to early adopt any other standard, interpretation or change that has been issued but is not yet effective.

2.29.01 New or reviewed pronouncements applied for the first time in 2024

a) Review of technical pronouncement CPC 09 (R1) - Statement of Added Value

The Company assessed the impacts of the review in the pronouncement issued by the IASB, with the corresponding technical pronouncement CPC 09 (R1) issued by the Accounting Pronouncements Committee (“CPC”) and approved by the Brazilian Securities and Exchange Commission (“CVM”) in 2023, and implemented them as required. According to the evaluations carried out, there were no material impacts on the initial application.

b) Classification of liabilities as current or non-current and non-current liabilities with Covenants (amendments to CPC 26/IAS 1)

The amendments, issued in 2020 and 2022, aim to clarify the requirements for determining whether a liability is current or non-current and require new disclosures to non-current liabilities that are subject to future covenants. As disclosed in Notes 2.16 and 19, the Group has collateralized bank loan and bonds that are subject to specific covenants.

Changes did not have an impact on the consolidated financial statements of the Group.

c) Lease liabilities in a sale (amendments to CPC 06/IFRS 16)

The changes, issued in September 2022, provide for the addition of requirements on how an entity accounts for a sale of an asset and leases back that same asset (leaseback), after the initial date of the transaction. In short, the seller-lessee should not recognize any gain or loss relating to the right-of-use retained thereby.

Changes did not have an impact on the consolidated financial statements of the Group.

d) Supplier financing agreements (“Reverse factoring”) (amendments to CPC 03/IAS 7 and CPC 40/IFRS 7).

The amendments introduce new disclosures related to financing agreements with suppliers (“Reverse factoring”) that help users of financial statements to assess the effects of those arrangements on an entity’s liabilities and cash flows and on the entity’s exposure to liquidity risk.

We have supplemented the qualitative and quantitative disclosures already made in Note 21 to the Group’s consolidated financial statements based on the new standard.

2.29.02 New standards, but not effective yet

The following standards will come into force in an year subsequent to the issue of financial statements:

The Group did not adopt the following accounting standards in the preparation of these financial statements.

a) Lack of convertibility (amendments to CPC 02/IAS 21).

Management is evaluating possible impacts, and there has been no indication of the need for any recognition or additional disclosure so far. The amendments are applicable for the annual periods started as of or after

January 1, 2025.

b) Classification and measurement of financial instruments (amendments to CPC 48/IFRS 9 and CPC 40/IFRS 7)

The amendments, issued in May 2024, aim to foster greater accounting consistency in the classification and measurement of financial instruments. The amendments are applicable for the annual periods started as of or after January 1, 2026.

c) IFRS 18 Presentation and Disclosure of Financial Statements

IFRS 18 will replace CPC 26/IAS 1 Presentation of Financial Statements and applies to annual reporting periods beginning on or after January 1, 2027. The new standard introduces the following main new requirements.

(i) Entities are required to classify all revenues and expenses into five categories in the statement of income and loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a subtotal for newly defined operating income. The net income of the entities will not change.

(ii) Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.

(iii) Enhanced guidance is provided on how to group information in the financial statements. Furthermore, all entities are required to use the subtotal of operating income as the starting point for the statement of cash flows when presenting operating cash flows using the indirect method.

Management is still assessing the impacts on how information is grouped in the financial statements under the new standard.

3. Estimates and critical accounting judgments

In the preparation of the financial statements, the Company adopts accounting estimates and judgments, which are continuously evaluated and based on historical experience and on other factors, including forward-looking statements considered reasonable and relevant under the circumstances. Based on these assumptions, the Group makes estimates regarding forward-looking statements that may differ from the respective actual results. The estimates and assumptions which present a material risk, likelihood of causing an important adjustment to the book value of assets and liabilities for the coming year are shown below:

3.1. Judgments

a) Determining the lease period

The Company's subsidiaries have lease agreements whereby they act as lessees of the properties that are used for on campus classes (related to Higher Education operations). In Basic Education, the Company's subsidiaries have lease agreements to act as lessees in the warehouses where the products are located, in addition to vehicle lease agreements. When determining the lease term, Management considers all the facts and circumstances that create an economic incentive to exercise an extension option. Extension options (or periods after the termination options) are only included in the lease term when it is reasonably certain that the option will be exercised (or that the agreement will not be terminated). For the leases of buildings, warehouses, equipment or even computers used in educational solutions, the following factors are usually the most relevant:

(i) If there are significant penalties for termination (or non-extension), the Company is reasonably certain to extend (or not terminate) the lease.

(ii) If there are lease improvements with significant residual balances, the Company is reasonably certain to extend (or not terminate) the lease.

(iii) In addition, the Company considers other factors, including historical practices related to the use of specific categories of assets (own or leased), as well as the historical duration of the leases and the costs required to replace the leased asset.

3.2. Estimates

a) Assessment of the existence of impairment losses on goodwill

The Group tests possible losses ("Impairment") on goodwill every year, in accordance with the accounting policy mentioned in Notes 2.14 and 17 (b). Recoverable amounts of CGUs were determined based on the value in use calculations, which were, in turn, based on estimates.

The Company reviewed its assumptions of the long-term model used in the calculation of the impairment test for the year 2024. The new criteria adopted were analyzed and approved by Management, as well as the rates used. The calculations and the impairment test were prepared by management, in accordance with the accounting standards.

b) Deferred income tax and social contribution

The liability method (according to the concept described in IAS 12 - "Liability Method") of accounting for deferred income tax and social contribution is used for temporary differences between the book value of assets and liabilities and their respective tax values. The amount of deferred income tax and social contribution assets is reviewed at each balance sheet date and reduced to the amount that is no longer realizable through future taxable income. Deferred tax assets and liabilities are calculated using the tax rates applicable to taxable income in the years in which these temporary differences are expected to be realized. Future taxable income may be higher or lower than the estimates considered to determine deferred tax assets. Further details are presented in Note 27.

c) Provisions for tax, civil and labor losses

The Group is a party to several legal and administrative proceedings and recognizes a provision for all legal proceedings for which the probability of loss is considered probable. The assessment of the probability of loss includes the assessment of available evidence, including the opinion of the internal and external legal advisors of the Group and its subsidiaries, in addition to the history of provision for lawsuits closed in the last 12 months ("Average price") for civil lawsuits. Management believes that this provision is sufficient and it is properly presented in the financial statements.

d) Impairment losses on trade receivables

As described in Note 2.9, the Company analyzes the trade receivables from monthly fees and other operations, considering the risks involved, and recognizes provision to cover potential losses on their realization, as mentioned in Note 9 (c).

e) Determination of the adjustment to present value of certain assets and liabilities

For certain assets and liabilities that are part of the Company's operations, Management evaluates and recognizes the effects of adjustment to present value, considering the time value of money and the uncertainties associated with them.

f) Inventories - Provision for obsolescence of inventory

The Group adopts the aging of production by type of product and label as a criterion for provisioning for inventory obsolescence, and additionally considers the collection or labels that were discontinued as it understands that this criterion is more consistent with its business model. Under this concept, a provision for inventory loss due to obsolescence is recognized the older the production date is in relation to the base date. The Company considers the editorial renewal calendar of its products to determine the number of periods in which the products may suffer obsolescence, which usually occurs between the third and fifth year.

g) Allocation of acquisition price - Business combination and accounting treatment of commitments assumed for acquisition of remaining interest from non-controlling shareholders

During the process of allocation of the acquisition price in a business combination, Management uses assumptions (growth rate, projections, discount rate, useful life, among others) which involve a significant level of estimates and judgments.

4. Assets and liabilities held for sale and discontinued operations

On May 31, 2024, the Company, through its subsidiary Saber, completed, after approval by the Administrative Council for Economic Defense (CADE), the sale operation, through stock purchase and sale agreement and other covenants, to Grupo Editoral Nacional Participações S.A (“GEN”), of the entire share capital of its subsidiary SRV Editora Ltda., which, on the closing date of the transaction, held all inventory, license or sublicense and, exclusively, the publishing labels SaraivaJur, SaraivaUni, Benvirá, and Érica – focused on higher education, which make up the SETS assets, related to the business of publishing and marketing print and digital books, in the “Scientific, Technical and Professional” (“CTP”) segment (“Operation”). The operation does not include textbooks (aimed at primary education) and NBTP books.

The operation also included the sale of the entire equity interest held by Grupo Cogna (20%) in Minha Biblioteca Ltda, a company formed by publishing groups to offer books in digital library format to higher education institutions. The total price of the operation was R$ 62,200, which was received in cash.

Considering the context of the aforementioned transaction, during 2023, the Company reclassified the balances in the SETS business balance sheet under the item “Assets held for sale” and “Liabilities held for sale.” There are no equity balances to be highlighted in these captions in the year ended December 31, 2024, due to the write-off of these operations. In addition, regarding the impacts on the income, the Company reclassified the balances to the “result of discontinued operations” item, including the comparative result for 2023, as provided for in technical pronouncement CPC 31/IFRS 5.

In thousands of reais, unless otherwise indicated

The effects for the period ended June 30, 2024 and year ended in 2023, are as follows:

Statement of income for the year

	06/30/2024	12/31/2023
Net revenue from sales and services	31,856	80,690
Cost of sales and services	(24,915)	(42,170)
Gross profit	**6,941**	**38,520**
Operating expenses		
Commercial expenses	(4,422)	(9,045)
General and administrative expenses	(7,090)	(15,719)
Impairment losses on trade receivables	(10,314)	(1,671)
Reversal of impairment in intangible assets	-	36,678
Other operating income	67,450	-
Other operating expenses	(54,853)	-
Share of (loss) profit equity-accounted investees	588	2,252
Profit (loss) before finance result and taxes	**(1,700)**	**51,015**
Finance result		
Finance income	2,997	4,062
Finance costs	(355)	(3,180)
	2,642	**882**
Profit before income tax and social contribution	**942**	**51,897**
Income tax and social contribution		
Current	(1,564)	(2,149)
Deferred	(2,668)	(93,775)
	(4,232)	**(95,924)**
Loss from discontinued operations	**(3,290)**	**(44,027)**

Net revenue

	06/30/2024	12/31/2023
Gross revenue	38,771	88,905
Deductions from gross revenue		
Taxes	(1,088)	(2,337)
Discounts and returns	(5,827)	(5,878)
Net revenue	**31,856**	**80,690**

Costs and expenses by nature

	06/30/2024	12/31/2023
Salaries and payroll charges	(5,555)	(16,142)
Impairment losses on trade receivables	(10,314)	(1,671)
Advertising	(3,323)	(4,643)
Cost of sales books	(24,915)	(42,170)
Utilities, cleaning and security	(518)	(1,035)
Consulting and advisory	-	(31)
Other general expenses	(831)	(1,934)
Traveling	(53)	(190)
Outsourced services	(1,232)	(789)
Reversal of impairment in intangible assets	-	36,678
Other revenues	12,597	-
	(34,144)	**(31,927)**
Cost of sales and services	(24,915)	(42,170)
Commercial expenses	(4,422)	(9,045)
General and administrative expenses	(7,090)	(15,719)
Impairment losses on trade receivables	(10,314)	(1,671)
Reversal of impairment in intangible assets	-	36,678
Other operating income	67,450	-
Other operating expenses	(54,853)	-
	(34,144)	**(31,927)**

5. Business combination and acquisition of ownership interest

5.1. Business combination

5.1.1. Acquisitions made in 2023

(a) Escola Start Ltda. (“Start”)

The Company, through its indirect subsidiary Somos Sistemas de Ensino S.A. (“Somos”), acquired a 51% interest in the share capital of Escola Start Ltda., (“Start”) on March 03, 2023.

Start is a company engaged in providing bilingual education services for kindergarten, elementary and high school, and preparatory courses for entrance exams, including the sale of books, teaching materials, school uniforms and stationery.

The total amount of the operation was R$ 4,414, namely: (i) R$ 2,806 referring to the acquisition price of 51% of the equity interest in Start, and (ii) R$ 1,608 referring to the fair value of the call option of the non-controlling interest of 49% of the share capital to be exercised in 2028. This amount was paid in two installments, a fixed installment of R$ 4,100 in cash on the acquisition date and a variable installment calculated and paid on August 18, 2023 in the amount of R$ 314, subject to price readjustment depending on the calculation of financial indicators of net revenue, net indebtedness and cash, provided for in the agreement, determined and restated by 100% of the CDI (Interbank Deposit Certificate) rate.

As mentioned above, on the same date the Company acquired a stock purchase option to acquire shares issued by Start held by the non-controlling minority shareholder. The maturity of this option is January 2028, with a strike price of R$ 11,700 (“strike price”).

The acquisitions were recorded under the acquisition method, that is, the consideration transferred, the identifiable net assets acquired and the liabilities assumed were measured at fair value, while goodwill is measured as the excess of the consideration paid on such terms.

(b) Centro Avançado de Ensino LTDA. (“CAdE”)

The Company, through its indirect subsidiary Editora e Distribuidora Educacional S.A. (“EDE”), acquired a 100% interest in the share capital of Centro Avançado de Ensino LTDA. (“CAdE”) on August 18, 2023.

CAdE is a company engaged in the Basic Education market – Elementary Education and High School, in the Youth and Adult Education (EJA) modality, both on campus and remotely.

The total amount of the operation was R$ 9,451, namely: (i) R$ 3,257 in cash; (ii) R$ 1,000 in two annual installments of the same amount; and (iii) the variable portion in the amount of R$ 5,194 will be paid between 2025 and 2028, calculated according to the number of CAdE students who complete Elementary Education or High School in the EJA modality between January 01, 2024 and June 30, 2026 in units where there is an authorized and/or accredited hub through the Company’s accreditation. The installments are adjusted by the Amplified Consumer Price Index (IPCA).

The following table presents the net identifiable assets acquired and liabilities assumed for the business combination in 2023, as closing of Purchase Price Allocation (PPA):

In thousands of reais, unless otherwise indicated

			Consolidated
	Start	CAdE	Total
Current assets			
Cash and cash equivalents	888	10	898
Trade receivables	985	276	1,261
Inventories	349	-	349
Prepayments	62	-	62
Taxes recoverable	127	-	127
Other receivables	49	-	49
Total current assets	**2,460**	**286**	**2,746**
Non-current assets			
Trade receivables	-	76	76
Property, plant and equipment	796	-	796
Intangible assets	3,779	3,785	7,564
Client portfolio (i)	1,947	-	*1,947*
Brand (ii)	1,832	-	*1,832*
MEC License (iii)	-	*3,785*	*3,785*
Total non-current assets	**4,575**	**3,861**	**8,436**
Total assets	**7,035**	**4,147**	**11,182**
Current liabilities			
Suppliers	299	-	299
Salaries and social contributions	477	44	521
Taxes payable	84	17	101
Contractual obligations and deferred income	2,766	-	2,766
Other liabilities	76	-	76
Total current liabilities	**3,702**	**61**	**3,763**
Non-current liabilities			
Other liabilities	114	153	267
Total current liabilities	**114**	**153**	**267**
Total liabilities	**3,816**	**214**	**4,030**
Total identifiable net assets (A)	**3,219**	**3,933**	**7,152**

Fair value measurement methodology:

(i) As a result of the purchase price allocation, the Company identified R$ 1,947 in the customer portfolio based on expected trade receivables of around 8% per year.

(ii) As a result of the purchase price allocation, the Company identified R$ 1,832 in registered trademarks, during their estimated useful life of 13 years.

(iii) As a result of the purchase price allocation, the Company identified R$ 3,785 in MEC [Ministry of Education] licenses based on the evaluation carried out using the With and Without method, considering a discount rate of 18.5%.

Goodwill recognized as the result of the acquisitions was determined as follows:

	Start	CAdE	Total
Consideration transferred	2,806	8,743	11,549
Non-controlling interest based on the proportionate interest in identifiable net assets	1,578	-	1,578
Amount of identifiable assets, net	(3,219)	(3,933)	(7,152)
Goodwill	**1,165**	**4,810**	**5,975**

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6. Financial risk management

6.1. Sundry considerations and policies

Risk management and financial instrument management are carried out through policies, strategic definitions or implementation of control systems, which are defined by the Company’s Board of Directors. The adherence of treasury positions to financial instruments is presented and evaluated monthly by the Company’s Treasury Committee and subsequently submitted to the Audit and Executive Committees and the Board of Directors.

The market value of the Company's financial assets and liabilities were calculated based on available market information and appropriate valuation methodologies for each scenario. However, considerable judgment was required in the interpretation of the market data to estimate the most adequate realization value. Consequently, the estimates presented here do not necessarily indicate the values that could be realized in the current exchange market. Using different market information and/or evaluation methodologies may have a material effect on market value amount.

To provide an indication of the reliability of the data used in measuring the fair value, the Company classified its financial instruments in accordance with judgments and estimates of observable data, as far as possible. The fair value hierarchy is based on the degree to which the observable fair value is used in valuation techniques as follows:

- Level 1: Fair value measurements are those derived from prices quoted (unadjusted) in active markets for identical assets or liabilities;

- Level 2: Fair value measurements are those derived from inputs other than the quoted prices included in Level 1 that are observable for the asset or liability, directly or indirectly; and

- Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

In thousands of reais, unless otherwise indicated

We present below the hierarchy of financial instruments recorded in the Company's equity balances as of December 31, 2024. The Company did not disclose the fair values of financial instruments because their book values approximate the fair value.

Fair value hierarchy	Level	Individual		Consolidated	
		12/31/2024	12/31/2023	12/31/2024	12/31/2023
Assets - Amortized cost					
Cash and cash equivalents		17	509,390	94,965	624,483
Trade receivables		-	-	2,513,355	2,391,376
Trade receivables from sale of subsidiaries		-	-	11,358	39,063
Other receivables		249	857	212,283	181,545
Bonds receivable from related parties		996,779	1,044,239	-	-
Related parties – other		403,197	372,360	-	-
		1,400,242	**1,926,846**	**2,831,961**	**3,236,467**
Assets - Fair value through profit or loss					
Marketable securities	2	219,469	9,066	1,276,159	1,212,845
Derivative financial instruments	2	-	1,956	-	1,956
Other investments and interest in entities	3	-	-	1,608	9,879
		219,469	**11,022**	**1,277,767**	**1,224,680**
Liabilities - Amortized cost					
Loans		82,688	61,578	82,688	61,578
Bonds		3,916,959	3,668,225	3,916,959	4,872,972
Suppliers		4,519	1,973	674,006	690,473
Reverse factoring		-	-	471,906	589,280
Accounts payable for business combination and acquisition of associates		-	-	87,312	103,217
Other liabilities		6,008	53	124,905	112,941
Related parties – other		156,251	209,357	-	-
		4,166,425	**3,941,186**	**5,357,776**	**6,430,461**
Liabilities - Fair value through profit or loss					
Derivative financial instruments	2	111,391	2,714	111,391	2,714
Accounts payable for business combination and acquisition of associates	3	-	-	14,337	33,223
		111,391	**2,714**	**125,728**	**35,937**

Fair value measurements – Level 3

a. Valuation techniques and significant non-observable inputs

The table below shows the valuation techniques used to measure Level 3 fair values, as well as significant non-observable inputs used:

In thousands of reais, unless otherwise indicated

Entities	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value
Phidelis	Discounted cash flows: The valuation model considers the present value of the net cash flows that are expected to be generated by the operation (net revenue).	1. Compliance with financial targets is linked to net revenue for FY 2025. 2.Receita: for the revenue projection, we consider the continuity of old contracts and new contracts with an average annual revenue growth of 21.1%.	Estimated fair value would increase (decrease) if: - Any product is no longer monetized (lower) - Risk-adjusted discount rate were lower (greater)
CAdE	Discounted cash flows: The valuation model considers the present value of the net cash flows that are expected to be generated by the operation (net revenue).	1. Completion of the “EJA” ["Education for Youths and Adults,” an educational program geared toward those who did not complete their schooling at the appropriate age]; students who complete the “EJA” (Primary and/or Secondary Education) throughout Brazil will be evaluated, between January 1, 2024 and June 30, 2026, which may be changed to the period from July 1, 2025 to December 31 2026 if less than 60% of hubs offer “EJA” in the first assessment period. R$ 80 per certified student, limited to 100 students per hub and per assessment period.	Estimated fair value would increase (decrease) if: - The number of students completing EJA will increase (decrease) within the calculation period.
Start	Discounted cash flows: The valuation model considers the present value of the net cash flows that are expected to be generated by the operation (net revenue).	Not applicable.	Not applicable.

b. Reconciliation with closing balances

The following table presents changes during the period in the measurement of level-3 fair values:

	12/31/2023	Interest	Payments	Write-offs	12/31/2024
Sociedade Educacional da Lagoa	17,920	153	(18,073)	-	-
Phidelis	8,283	1,032	(2,261)	-	7,054
CAdE	7,020	409	-	(146)	7,283
Total - Accounts payable for business combination and acquisition of associates (i)	**33,223**	**1,594**	**(20,334)**	**(146)**	**14,337**
Call option - Start	1,608	-	-	-	1,608
Flex Flix (ii)	8,271	-	-	(8,271)	-
Total - Other investments	**9,879**	**-**	**-**	**(8,271)**	**1,608**
	43,102	**1,594**	**(20,334)**	**(8,417)**	**15,945**

(i) The balances are gross of the adjustment to present value for the year, of which R$ 60 at Phidelis and R$ 1,189 at CAdE.

(ii) On July 19, 2022, the Company, through its subsidiary Somos Sistemas de Ensino S.A., acquired a minority interest (10%) in Flex Flix Limited (“Flex Flix”) for R$ 8,271, which was recorded at fair value in the accounting records. In 2024, the Company identified indications of impairment in the recoverable value of this investment, mainly due to: (i) lack of evidence demonstrating the investment’s ability to generate future economic benefits; (ii) indication that the value of the assets has been significantly reduced, especially in relation to the delivery of results previously agreed by the partners; and (iii) the current cash flows, which were significantly lower than those projected. As a result of these factors, the Company recorded an impairment loss on the amount initially invested, since there is no expectation of recovery.

6.2. Financial risk factors

The Company’s activities are exposed to market, credit and liquidity financial risks.

The Company’s Management and the Board of Directors oversee the management of these risks in line with the goals in capital management:

In thousands of reais, unless otherwise indicated

a) Policy for use of derivative financial instruments

Derivative financial instruments are recognized at fair value on the date the derivative agreement is entered into, and are subsequently remeasured at their fair value through profit or loss. Changes that occur are recorded under finance income or finance costs, in the statement of income. The Company carries out transactions with derivative financial instruments, without speculative purposes, with the purpose of hedging its exposure to changes in interest rates linked to the bonds contracted and updated by the IPCA rate, related to the issues "COGNA 8th issue of bonds", 2nd and 3rd series and "COGNA 11th issue of bonds", 3rd series, in addition to those updated at fixed rate of 12.50%, related to "COGNA 11th issue, 2nd series". These derivative financial instruments are specifically represented by swap contracts and measured at fair value through profit or loss.

Derivative transactions have the following conditions and amounts for the year ended December 31, 2024:

								Consolidated
Swap transaction	**Purpose of the derivative**	**Remuneration of assets**	**Remuneration of liabilities**	**Notional value (R$)**	**Maturity**	**Long position (R$)**	**Short position (R$)**	**Gain (loss) (R$)**
COGNA - 8th issue of 2nd series bonds	Bond protection	IPCA + 7.9273%	CDI + 2.1900%	329,993	07/16/2029	377,173	413,678	(36,505)
COGNA - 8th issue of 3rd series bonds	Bond protection	IPCA + 8.0031%	CDI + 2.5900%	101,654	07/15/2032	117,822	135,459	(17,637)
COGNA 11th issue of 2nd series bonds	Bond protection	12.50% fixed rate	CDI + 2.0800%	363,327	11/16/2028	334,290	385,705	(51,415)
COGNA 11th issue of 3rd series bonds	Bond protection	IPCA + 6.9165%	CDI + 1.5900%	51,508	11/18/2030	51,938	57,772	(5,834)
Total				**846,482**		**881,223**	**992,614**	**(111,391)**
Non-current assets								-
Non-current liabilities								(111,391)
								(111,391)

During the year, the contracts were amortized and interest was paid, as follows:

		Consolidated
	12/31/2024	**12/31/2023**
Opening balance	**758**	**18,054**
Losses on derivative instruments, net	112,024	5,204
Payment of principal	-	(3,686)
Interest payment	(1,391)	(18,814)
Closing balance	**111,391**	**758**

b) Market risk - cash flow risk associated with interest rates

This risk arises from the possibility that the Group may incur losses due to fluctuations in interest rates that increase finance costs related to loans and bonds raised in the market, in addition to operations with derivatives (swap) which aim at hedging these bonds contracted and also accounts payable to third parties for installment acquisitions. The Company continuously monitors market interest rates, to manage the cash balance and financial liabilities related to these rates.

The Company's financial instruments with exposure to the risk of fluctuations in interest rates pegged to the Interbank Deposit Certificate, IPCA and TJLP rates, as well as the contracted interest rates, are presented below:

In thousands of reais, unless otherwise indicated

	Consolidated		
	12/31/2024	12/31/2023	Interest rate
Bonds pegged to the CDI (Interbank Deposit Certificate) rate (i)	3,027,269	3,786,690	100% CDI + int. 1.35−2.15 % p.a.
Derivative financial instruments (ii)	992,614	582,487	CDI + int. 1.59−2.59% p.a.
Accounts payable for business combination and acquisition of associates	64,686	69,889	CDI
Total	**4,084,569**	**4,439,066**	

	Consolidated		
	12/31/2024	12/31/2023	Interest rate
Bonds linked to the IPCA rate (i)	536,569	740,451	IPCA + int. 1.55−8.00% p.a.
Derivative financial instruments (ii)	(546,933)	(582,487)	IPCA + int. 6.92−8.00% p.a.
Accounts payable for business combination and acquisition of associates	36,963	66,551	IPCA
Total	**26,599**	**224,515**	

	Consolidated		
	12/31/2024	12/31/2023	Interest rate
Bonds linked to fixed rates (i)	353,121	345,831	12.50% fixed rate
Derivative financial instruments (ii)	(334,290)	-	12.50% fixed rate
Total	**18,831**	**345,831**	

	Consolidated		
	12/31/2024	12/31/2023	Interest rate
Loan	82,688	61,578	TJLP + 1.25% p.a.
Total	**82,688**	**61,578**	

(i) The balances presented here consider the effects of the derivatives of each contract.

(ii) Relative to the amount contracted by the Company to hedge against fluctuations in the interest rates of bonds linked to the IPCA rate – “notional value”, as presented in Note 6.2 (a).

c) Credit risk

It is the risk of a business counterpart not complying with obligations provided in a financial instrument or contract with client, resulting in financial loss. The Company is exposed to credit risk during their operating and financing (related to FIES, PEP and PMT) activities (mainly in relation to trade receivables), including deposits in banks, marketable securities, in addition to other financial instruments. The Company maintains appropriate provisions in the balance sheet to cover these risks:

Trade receivables - Higher Education (Kroton)

The Group’s sales policy follows the risk inherent to its segment and is limited by the rules of the Federal Government (Law 9870/99, which provides for the total amount of school fees). The legislation allows student enrollment not to be renewed in case of delinquency for the following semester, causing them to negotiate their debts with the institution. The diversification of its portfolio of receivables, and the monitoring of terms are procedures adopted to minimize potential delinquency in trade receivables. We present below the policy applied to the products offered:

FIES: For students contemplated by the Student Financing Fund (FIES), the Company has a substantial part of the credits guaranteed by FGEDUC. For the portion of the credit not guaranteed by the program, the Company estimates the potential for delinquency and sets up the respective provision.

In thousands of reais, unless otherwise indicated

PEP: As of 2015, the Company offered students a Private Student Installment (PEP) product for the main purpose of offering a payment alternative to students who did not obtain FIES. The product aims to finance part of the course, from 70% to 50% of the monthly fee, updated with the Brazilian Extended Consumer Price Index (IPCA), to be paid within the same term of the chosen course, after its completion. As of 2018, for new entrants (except at Faculdade Anhanguera), the Company changed the maturity of the financed installments, establishing that the payment term of the installment portion of the first semester in which the student opted for this product would be transferred to the subsequent semester. Thus, in the second semester, students would pay the installments financed in the first semester and new revenues with maturities in the following semesters, recognized as private installment revenues. The long-term trade receivables from students benefited by PEP are adjusted to present value. Furthermore, as of the first semester of 2021, the Company decided to no longer offer the PEP product to new entrants.

PMT: As of the second semester of 2016, the Company offered students a Late Enrollment Installment (PMT) product - with the main purpose of attracting student intake with late enrollment. This concept was applied to students who had not yet completed their enrollment, as they entered after the beginning of classes, but with sufficient time to complete the minimum workload for the semester. Initially, the plan offered the student the condition of paying these initial semester installments in the months following graduation. In the second half of 2021, the Company changed the offer of this product, considering that in new student enrollments the postponed tuition fees will be diluted throughout the course and no longer paid only after graduation.

Trade receivables are mainly comprised of individual clients, linked to the provision of undergraduate services and debt negotiations. The risk of this group is managed according to the aging of debt securities’ maturity of each student.

Trade receivables – Basic education (Vasta and Saber)

Trade receivables in this group consist of book distributors, schools, franchisees, and individuals linked to the sale of books and learning systems for the provision of basic education services. The risk of this group is managed according to the periodic credit analysis of each corporate client (schools and book distributors) and individual, in addition to the aging of the maturity of the marketable securities and the segregation between segments of services provided and products sold.

The credit quality of financial assets can be evaluated by reference to external credit ratings (if any) or according to historical information about counterparty delinquency indexes:

		Consolidated
	12/31/2024	**12/31/2023**
Trade receivables (Note 9)		
Kroton	4,910,394	4,938,328
Vasta	923,921	783,447
Saber	181,723	151,804
Credit card	29,574	10,809
Gross trade receivables	**6,045,612**	**5,884,388**
Expected loss	(3,457,033)	(3,411,102)
Adjustment to present value	(75,224)	(81,910)
Trade receivables, net	**2,513,355**	**2,391,376**

In thousands of reais, unless otherwise indicated

Financial instruments and cash deposits

The Company and its subsidiaries restrict its exposure to credit risks associated with financial instruments and deposits with banks and financial investments by investing in top-tier financial institutions and in accordance with previously established limits in Company's policy.

		Consolidated
Cash and cash equivalents (Note 7)	**12/31/2024**	**12/31/2023**
AAA (i)	51,540	624,232
AA	43,425	251
	94,965	**624,483**
Marketable securities (Note 8)		
AAA (i)	1,276,159	1,212,845
	1,276,159	**1,212,845**

(i) Since Santander Brasil is not evaluated by Fitch, the rating of the Standard & Poor's agency was used to classify the investments issued by the financial institution in the amount of R$ 563,412, of which R$ 2,055 were allocated in cash and cash equivalents and R$ 561,357 allocated to marketable securities.

d) Liquidity risk

It consists of the eventuality of the Company not having sufficient financial resources to honor their commitments on account of the different settlement terms of their rights and obligations.

The cash flow of the Company and its subsidiaries is carried out centrally by the Group's finance department, which monitors the forecasts of the entities' liquidity requirements to ensure that they have sufficient cash to meet their operational needs. The Group also constantly monitors the cash balance and the level of indebtedness of the companies and implements measures so that the companies receive eventual capital contributions and/or access the capital market when necessary, and so that they remain within the existing credit limits. This forecast takes into consideration the debt financing plans, compliance with clauses, attainment of the internal goals of liquidity indicators of the balance sheet and, if applicable, regulatory requirements.

The cash surplus held by the entities, in addition to the balance required for the management of working capital, is also centrally managed by the Group. The treasury department invests the cash surplus in time deposits, short-term deposits, and marketable securities, choosing instruments with appropriate maturities or sufficient liquidity, to maintain the Company with an appropriate volume of resources to maintain its operations.

As described in Note 21, the Group is also party to the supplier financing arrangement which is characterized by one or more lenders that offer to pay amounts that an entity owes to its suppliers, and the entity agrees to pay in accordance with the terms and conditions of the arrangement on the same date, or at a later date, that the suppliers are paid. The agreement allows the Group to centralize payments of commercial trade payables to the bank instead of paying each supplier individually.

The agreement is made with suppliers directly involved in the intake cycle of selling books and learning systems and is in line with the payment term of 357 to 360 days of these agreements, as presented in Note 21. Although the deadline is longer than for suppliers who do not participate in the agreement, from the Group's perspective, it is adequate considering this operation separately.

The Company's main financial liabilities refer to bonds contracted, derivative financial instruments (swap), trade accounts payable and reverse factoring, and accounts payable for business combination and acquisition of associates. The main purpose of such financial liabilities is obtaining funds for the Group's operations. The following table shows the Company's financial liabilities, by maturity, corresponding to the remaining period of the security or liability.

In thousands of reais, unless otherwise indicated

Financial liabilities by maturity bracket

				Consolidated
	≤01 year	01−2 years	>02 years	Total
December 31, 2024				
Loans	15,270	13,951	53,467	82,688
Bonds	644,939	490,253	2,781,767	3,916,959
Suppliers	610,013	-	-	610,013
Reverse factoring	471,906	-	-	471,906
Derivative financial instruments	-	-	111,391	111,391
Accounts payable for business combination and acquisition of associates	68,371	24,814	8,464	101,649
	1,810,499	**529,018**	**2,955,089**	**5,294,606**

Financial liabilities by maturity bracket - Projected (i)

				Consolidated
	≤01 year	01−2 years	>02 years	Total
December 31, 2024				
Loans	16,405	14,988	57,440	88,833
Bonds	723,299	549,819	3,119,752	4,392,870
Suppliers	610,013	-	-	610,013
Reverse factoring	503,327	-	-	503,327
Derivative financial instruments	-	-	124,925	124,925
Accounts payable for business combination and acquisition of associates	75,829	26,455	9,010	111,294
	1,928,873	**591,262**	**3,311,127**	**5,831,262**

(i) It considers the most likely base scenario over a 12-month horizon. Projected rates: CDI 12.15%, IPCA 4.83% and TJLP 7.43% p.a.

6.3. Capital management

The main purpose of the Company's capital management is to safeguard its ability to continue operating, to offer good returns to shareholders and reliability to other interested parties, in addition to maintaining a capital structure with a focus on reducing finance costs, maximizing shareholder's return.

In order to keep or adjust the capital structure, the Company may review the dividend payment and capital return to shareholders' policy or even issue or repurchase shares.

The Company has a capital structure designed to make the growth strategy feasible, whether organically or through acquisitions. Investment decisions consider the expected return potential.

Therefore, we present below the financial leverage ratios:

		Consolidated
	12/31/2024	12/31/2023
Loans, bonds, accounts payable for business combination and acquisition of associates and derivative financial instruments	(4,212,687)	(5,071,748)
Cash and cash equivalents and marketable securities	1,332,195	1,791,288
Net debt	**(2,880,492)**	**(3,280,460)**
Shareholders' equity	12,395,676	11,665,394
Leverage ratio	**23.24%**	**28.12%**

In thousands of reais, unless otherwise indicated

6.4. Sensitivity analysis

The following is the sensitivity analysis of financial instruments, which shows the risks that could generate material losses to the Company, according to the assessment made by Management, considering, for a period as the most probable base scenario in a 12-month horizon, the projected rates: CDI 12.15%, IPCA 4.83%, TJLP 7.43% and fixed rate at 12.50% p.a. Additionally, we show scenarios with 15% and 30% deterioration in the risk variable considered, respectively.

					Consolidated
	Exposure	**Risk**	**Probable scenario**	**Possible scenario -20%**	**Remote scenario -40%**
Cash and cash equivalents, marketable securities	1,332,195	CDI increase	161,862	194,234	226,606
Bonds and accounts payable linked to the CDI (Interbank Deposit Certificate)	(4,084,569)	CDI increase	(496,275)	(595,530)	(694,785)
Bonds and accounts payable linked to the IPCA	(26,599)	IPCA increase	(1,285)	(1,542)	(1,799)
Bonds linked to fixed rates (i)	(18,831)	Fixed rate	-	-	-
Loans	(82,688)	TJLP	(6,144)	(7,372)	(8,601)
	(2,880,492)		**(341,842)**	**(410,210)**	**(478,579)**

Source: IPCA of the Focus report of the Central Bank of Brazil - BACEN, and CDI (Interbank Deposit Certificate) according to reference rates B3 S.A., both available on the websites of the respective institutions.

(i) The Company believes that, as it is a fixed rate, there is no risk of significant fluctuations for the purposes of sensitivity analysis.

7. Cash and cash equivalents

		Individual		Consolidated
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
Cash				
Current account	17	85	11,905	22,442
	17	**85**	**11,905**	**22,442**
Financial investments				
OPCM - Committed Operation(i)	-	482,955	289	483,190
CDB DI - Bank Deposit Certificate	-	26,350	82,771	118,851
	-	**509,305**	**83,060**	**602,041**
Total continued operations	**17**	**509,390**	**94,965**	**624,483**
Assets held for sale				
Cash				
Current account	-	-	-	2,866
Total discontinued operations	**-**	**-**	**-**	**2,866**
Total cash and investments available	**17**	**509,390**	**94,965**	**627,349**

(i) Related to daily financial investments with private banks backed by public securities without risk of loss of profitability when redeemed and with immediate liquidity.

The Company and its subsidiaries have short-term financial investments with high liquidity and an insignificant risk of change in value, mainly linked to the CDI (Interbank Deposit Certificate) or SELIC rate, a significant part of which is made from exclusive fixed-income investment funds, under the administration and management of large financial institutions. The purpose of these funds is to remunerate the Group’s cash and cash equivalents without incurring medium and high-risk instruments or marketable securities. Financial investments have average gross profitability of 100.5% of CDI (101.8% of the CDI on December 31, 2023).

In thousands of reais, unless otherwise indicated

8. Marketable securities

	Individual		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
LFT - Financial Treasury Bill	6	2,986	111	474,353
LF - Financial Bills	94,968	-	437,357	728,558
LTN - National treasury bills	124,495	6,080	838,691	9,934
Total continued operations	**219,469**	**9,066**	**1,276,159**	**1,212,845**
Current	219,469	9,066	1,237,230	1,166,805
Non-current	-	-	38,929	46,040
	219,469	**9,066**	**1,276,159**	**1,212,845**

Marketable securities have average gross profitability of 103.6% of CDI on December 31, 2024 (101.8% of the CDI on December 31, 2023).

9. Trade receivables

a) Breakdown

				Consolidated 12/31/2024
	Trade receivables	Expected loss	Adjustment to present value	Trade receivables, net
Private Installment Payment (PEP/PMT)	3,721,838	(2,598,391)	(74,927)	1,048,520
PEP	2,653,526	(1,824,211)	(58,251)	771,064
PMT	1,068,312	(774,180)	(16,676)	277,456
Kroton without private installment payment	1,188,556	(739,666)	(297)	448,593
Paying student	909,415	(489,575)	(297)	419,543
FIES	279,141	(250,091)	-	29,050
Kroton	4,910,394	(3,338,057)	(75,224)	1,497,113
Vasta	923,921	(89,751)	-	834,170
Saber (ii)	181,723	(29,225)	-	152,498
Credit card (i)	29,574	-	-	29,574
Total	**6,045,612**	**(3,457,033)**	**(75,224)**	**2,513,355**
Total without private installment payment and credit card	2,294,200	(858,642)	(297)	1,435,261
Current assets				2,420,665
Non-current assets				92,690
				2,513,355

(i) Receivables arising from installment sales by credit card, arising from payments for services provided and goods sold by the Company.

(ii) It comprises trade receivables from services rendered by the Group's language schools, in addition to the Brazilian Book and Teaching Material Program (NBTP) products.

In thousands of reais, unless otherwise indicated

				Consolidated 12/31/2023
	Trade receivables	Expected loss	Adjustment to present value	Trade receivables, net
Private Installment Payment (PEP/PMT)	3,770,622	(2,595,900)	(81,613)	1,093,109
PEP	2,813,789	(1,828,563)	(66,427)	918,799
PMT	956,833	(767,337)	(15,186)	174,310
Kroton without private installment payment	1,167,706	(708,931)	(297)	458,478
Paying student	916,394	(524,718)	(297)	391,379
FIES	251,312	(184,213)	-	67,099
Kroton	4,938,328	(3,304,831)	(81,910)	1,551,587
Vasta	783,447	(92,017)	-	691,430
Saber (ii)	151,804	(14,254)	-	137,550
Credit card (i)	10,809	-	-	10,809
Total	**5,884,388**	**(3,411,102)**	**(81,910)**	**2,391,376**
Total without private installment payment and credit card	2,102,957	(815,202)	(297)	1,287,458
Current assets				2,266,054
Non-current assets				125,322
				2,391,376

(i) Receivables arising from installment sales by credit card, arising from payments for services provided and goods sold by the Company.

(ii) It comprises trade receivables from services rendered by the Group's language schools, in addition to the Brazilian Book and Teaching Material Program (NBTP) products.

b) Analysis of trade receivables maturities (aging list)

		Consolidated
	12/31/2024	12/31/2023
Amounts falling due	**2,074,827**	**2,272,042**
Overdue (days):		
≤30	202,483	317,388
31−60	204,310	140,442
61−90	137,794	126,610
91−180	535,030	279,057
181−365	598,753	524,489
>365	2,292,415	2,224,360
Total overdue	**3,970,785**	**3,612,346**
Impairment losses on trade receivables	(3,457,033)	(3,411,102)
Adjustment to present value	(75,224)	(81,910)
	2,513,355	**2,391,376**

Kroton - paying students

		Consolidated
	12/31/2024	12/31/2023
Amounts falling due	**99,262**	**95,828**
Overdue (days):		
≤30	30,888	31,220
31−60	39,595	37,405
61−90	66,504	73,153
91−180	289,551	273,864
181−365	230,822	268,447
>365 (i)	152,496	136,180
Total overdue	**809,856**	**820,269**
Gross trade receivables - Paying student (-) APV	**909,118**	**916,097**
(-) Balance of ADA	**489,575**	**524,718**
Net trade receivables - Paying student	**419,543**	**391,379**
Gross ADA/AR Percentage	***53.9%***	***57.3%***

(i) It considers the student's trade receivables with the longest delay (delinquency effect by the student's SSN). In other words, the sum of trade notes maturing in up to 365 days, but due to the fact of having any student trade note with a higher maturity date which has already been written-off as loss, now has an ADA fully provisioned.

In thousands of reais, unless otherwise indicated

c) Impairment losses on trade receivables and write-offs

The Company sets up the impairment losses on trade receivables monthly by analyzing the amounts of receivables recorded each month in the period of up to 12 months for the Kroton and Saber (NBTP) segments and 18 months for the Vasta and SABER segments and the respective openings by delay ranges, calculating their recovery performance. In this methodology, for each delay range, a percentage of probability of estimated loss is assigned considering current and historical information of delinquency for each product. We present below the assumptions applied to each segment:

Kroton: Payer The calculation methodology considers the probability of loss from the student's standpoint, considering all trade receivables on their oldest due date, and which are provisioned according to the risk profile, defined by default history, academic and financial data, such as total debt, history of renegotiation, among others. The Company considers the cash inflow expected for its agreements on renegotiated securities. Private Installment Payment: The expected loss for the PEP and PMT amounts receivable is calculated mainly based on the average between i) expected dropout rate and its delinquency rate and ii) expected graduated and dropped students rate, and their delinquency rate.

Vasta: The Company calculates the probability of loss on a monthly basis by analyzing the amounts of receivables recorded each month, and the respective openings by range of late payment, calculating the recovery performance. In this methodology, a percentage of probability of loss is assigned to each range of late payment, considering current and historical information on delinquency, which is updated monthly. It is worth emphasizing that the provision for losses is established since billing based on the performances presented by the business lines and respective expected charges up to 540 days from the maturity. Additionally, the calculation excludes sales to companies of Cogna group (intercompany sales), which do not present a risk of loss.

Saber: The Company calculates the probability of loss on a monthly basis by analyzing the monthly rollovers of receivables, overdue and falling due trade receivables and the respective breakdowns by range of late payment, calculating the recovery performance. In this methodology, a percentage of probability of loss is assigned to each range of late payment.

Changes in expected losses

The changes in impairment losses on trade receivables in the years ended December 31, 2024 and 2023, are shown below:

		Consolidated
	12/31/2024	**12/31/2023**
Opening balance	**(3,411,102)**	**(3,416,885)**
Write-off against trade receivables	539,995	453,899
Discontinued operations [(i)]	(10,314)	(1,671)
Formation	(575,612)	(446,445)
Closing balance	**(3,457,033)**	**(3,411,102)**

(i) Discontinued operation, as Note 4.

When the delay reaches a maturity bracket greater than 365 days (for the Kroton segment), and 540 days (for the Vasta and Saber segment), the security is written off. Even for the written-off securities, the charge efforts are maintained and the respective receipts and renegotiations are recognized directly in the profit (loss) when realized.

In thousands of reais, unless otherwise indicated

Expected PEP and PMT Recovery

The expected loss for the PEP and PMT amounts receivable is calculated mainly based on the average between i) expected dropout rate and its delinquency rate and ii) expected graduated and dropped students rate, and their delinquency rate. The projection of future losses calculated by the Company represents, on the measurement date, the management's best estimate of future delinquency, considering historical receipt data for the dropped and graduated PEP and PMT classes, adjusted by the current market conditions, economics, and percentage of estimated future recovery.

10. Inventories

	Consolidated	
	12/31/2024	**12/31/2023**
Finished products (i)	234,699	297,844
Work in process	111,371	106,481
Raw materials	64,715	66,418
Right to return	18,676	5,864
	429,461	**476,607**

(i) The finished products recorded a reduction in relation to the net realizable value corresponding to the provision for inventory losses of R$ 146,191 (R$ 117,357 as of December 31, 2023).

11. Taxes recoverable

	Individual		Consolidated	
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
Recoverable PIS, COFINS and ISS (i)	-	41,435	72,864	179,119
Recoverable INSS	-	-	7,682	3,034
Other taxes recoverable	-	-	19	127
	-	**41,435**	**80,565**	**182,280**
Current	-	3,330	75,116	80,699
Non-current	-	38,105	5,449	101,581
	-	**41,435**	**80,565**	**182,280**

(i) It refers to PIS and COFINS credits calculated and maintained in the book sale operation and which can be offset against other federal taxes, in addition to withholding taxes due to the issue of invoices for the provision of services.

12. Income tax and social contribution

The Company has recoverable income tax and social contribution amounts related to prepayments, in addition to withholding taxes on financial investments, and invoices from suppliers, which may be used to offset any federal tax administered by the Brazilian Federal Revenue Service.

As of December 31, 2024, the amounts related to recoverable income tax and social contribution was R$ 74,837 in the Individual (R$ 127,449 as of December 31, 2023), and R$ 247,362 in the consolidated (R$ 309,999 as of December 31, 2023).

In thousands of reais, unless otherwise indicated

13. Trade receivables from sale of subsidiaries

	Consolidated	
	12/31/2024	12/31/2023
Colégio Alphaville	3,970	9,887
Somos Operações Escolares (i)	7,388	29,176
	11,358	**39,063**
Current	9,481	35,481
Non-current	1,877	3,582
	11,358	**39,063**

(i) The balance receivable from the sale of schools operation, involved in transactions with Salta (Eleva). The amounts presented herein are already net of the respective balance payable for the acquisition of Sistema Eleva de Ensino on February 22, 2021, totaling R$ 400,483.

The changes in the trade receivables from sale of subsidiaries caption are shown below:

	Consolidated	
	12/31/2024	12/31/2023
Opening balance	**39,063**	**28,499**
Addition (i)	62,200	29,176
Interest adjustment	3,256	4,443
Receipts	(93,161)	(12,769)
Impairment losses on trade receivables	-	(10,286)
Closing balance	**11,358**	**39,063**

(i) Sales price in the SETS transaction, received in cash. Further details are presented in Note 4.

The amounts are updated mainly by the variation of the CDI (Interbank Deposit Certificate) and IPCA in accordance with the respective sale contracts of subsidiaries. Below is the schedule of trade receivables on the sale of subsidiaries:

		Consolidated			
		12/31/2024		12/31/2023	
	Maturity (years):	Total	%	Total	%
Total current assets	**≤01**	**9,481**	**83.5**	**35,481**	**90.9**
	01−02	1,877	16.5	1,889	4.8
	02−03	-	-	1,693	4.3
Total non-current assets		**1,877**	**16.5**	**3,582**	**9.1**
Total		**11,358**	**100.0**	**39,063**	**100.0**

14. Other receivables

	Individual		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Prepaid expenses (i)	-	608	27,933	14,275
Credit with former acquiree's owners (ii)	249	249	84,067	88,506
National Social Security Institute (INSS) terminations (iii)	-	-	30,859	30,859
Sale of properties (iv)	-	-	15,771	19,707
Loan with third parties (v)	-	-	21,143	20,137
Other (vi)	-	-	32,510	8,061
Total	**249**	**857**	**212,283**	**181,545**
Current	249	857	112,715	130,890
Non-current	-	-	99,568	50,655
	249	**857**	**212,283**	**181,545**

In thousands of reais, unless otherwise indicated

(i) Comprised of: R$ 12,462 (R$ - in December 2023) relating to prepayments of onlending to basic education school, R$ 11,256 (R$ 6,895 as of December 31, 2023) relating to the software license, R$ 3,378 (R$ 4,060 as of December 31, 2023) due to deferral of revenue in the lease back capital gain, R$ 624 (R$ 1,142 as of December 31, 2023) related to insurance expenses, R$ 192 (R$ 256 as of December 31, 2023) relating to the HGU (Hospital Geral Universitário) contract to use the hospital area and conclude the mandatory internship period of students in the Kroton segment and R$ 21 (R$ 1,922 as of December 31, 2023) for smaller dispersed credits.

(ii) Mainly comprised of: R$ 63,993 (R$ 64,179 as of December 31, 2023) related to contractual reimbursement rights of the former owners of company Academia Paulista Anchieta Ltda. (APA) to subsidiary Anhanguera Educacional S.A., resulting from the balance of ISS to be paid in installments through the incentive installment payment program (PPI) of the City Council of São Paulo, R$ 11,312 (R$ 12,976 as of December 31, 2023) relating to the acknowledgment of indebtedness of the Soce linhares unit that subsidiary EDE is entitled to receive, and R$ 8,762 (R$ 11,351 as of December 31, 2023) relating to minor diversified credits.

(iii) It is composed mainly of recoverable INSS from positive judicial decisions on severance pay.

(iv) Comprised of: R$ 4,716 (R$ 19,100 as of December 31, 2023) referring to the balance receivable from the sale of property in São Luiz do Maranhão, R$ 2,241 (R$ - as of December 31, 2023) referring to the balance receivable from the sale of subsidiary Saraiva Educação, upon payment of two installments maturing on December 31, 2024 and December 31, 2025 and R$ 8,814 (R$ 607 as of December 31, 2023) from pulverized smaller values. R$ 24,456 was received in the period.

(v) Loan receivable between PSES and third parties linked to the expansion of medical school programs, in the main amount of R$ 20,000 and maturity on December 31, 2025, inflation-adjusted at 100% of the IPCA price index.

(vi) Refers mainly to amounts receivable from partner hubs linked, among others, equipment rental.

15. Investments

(a) Breakdown of investments in direct subsidiaries and associates companies

	Individual	
	12/31/2024	**12/31/2023**
Editora e Distribuidora Educacional S.A. ("EDE")	3,260,422	2,707,263
Anhanguera Educacional Participações S.A. ("AESAPAR")	1,135,099	705,152
Vasta Platform Limited ("VASTA")	3,840,402	3,479,905
Saber Serviços Educacionais Ltda. ("SABER")	721,466	409,768
Pitágoras Sistema de Educação Superior Sociedade S.A. ("PSES")	646,577	593,628
Goodwill in business combination	5,428,839	5,500,741
Total	**15,032,805**	**13,396,457**
Educbank Gestão de Pagamentos Educacionais S.A.	52,183	64,483
Consolidated	**52,183**	**64,483**

(b) Information on indirect subsidiaries

						12/31/2024
	Interest in the shareholders' equity	**Number of shares**	**Total assets**	**Total liabilities**	**Shareholders' equity**	**Profit (loss) for the year**
EDE	99.99%	2,522,994,019	5,312,599	2,052,177	3,260,422	602,320
AESAPAR	84.55%	1,266,342,207	3,905,964	2,563,446	1,342,518	(377,146)
VASTA	77.00%	83,650,024	5,104,639	112,624	4,992,015	486,487
SABER	62.04%	373,581,423	1,445,446	282,541	1,162,905	651,247
PSES	99.99%	303,356,609	1,279,229	632,587	646,642	296,031
			17,047,877	**5,643,375**	**11,404,502**	**1,658,939**

						12/31/2023
	Interest in the shareholders' equity	**Number of shares**	**Total assets**	**Total liabilities**	**Shareholders' equity**	**Profit (loss) for the year**
EDE	99.99%	2,415,181,278	5,241,093	2,533,830	2,707,263	256,393
AESAPAR	84.55%	998,392,008	3,734,661	2,900,643	834,018	(1,085,340)
VASTA	77.00%	83,650,024	4,598,984	79,626	4,519,358	(83,773)
SABER	62.04%	373,581,423	1,407,349	746,859	660,490	383,137
PSES	99.99%	303,356,609	1,244,875	651,188	593,687	211,667
			16,226,962	**6,912,146**	**9,314,816**	**(317,916)**

In thousands of reais, unless otherwise indicated

(c) Changes in investments in direct subsidiaries

							Individual		Consolidated
Investment	**EDE**	**AESAPAR**	**Vasta**	**Saber**	**PSES**	**Goodwill and intangible assets in business combination**	**Total**	**Educbank**	**Total**
Balance at December 31, 2022	**2,485,126**	**1,465,834**	**3,564,853**	**320,520**	**410,919**	**5,572,644**	**13,819,896**	**83,139**	**83,139**
Changes									
Amortization of allocated goodwill	-	-	-	-	-	(71,903)	(71,903)	(1,195)	(1,195)
Equity in net income of subsidiaries	256,393	(917,642)	(64,505)	237,698	211,667	-	(276,389)	(17,461)	(17,461)
Capital increase (decrease) with cash effect	-	152,637	-	(70,597)	-	-	82,040	-	-
Reflex share repurchase	-	-	(30,747)	-	-	-	(30,747)	-	-
Reflexes of stock option plan	5,726	4,323	10,304	4,536	-	-	24,889	-	-
Interest on capital	-	-	-	(17,044)	(28,958)	-	(46,002)	-	-
Assets held for sale	(23,269)	-	-	(38,031)	-	-	(61,300)	-	-
Result from discontinued operations	(16,713)	-	-	(27,314)	-	-	(44,027)	-	-
Balance at December 31, 2023	**2,707,263**	**705,152**	**3,479,905**	**409,768**	**593,628**	**5,500,741**	**13,396,457**	**64,483**	**64,483**

In thousands of reais, unless otherwise indicated

							Individual		Consolidated
Investment	**EDE**	**AESAPAR**	**Vasta**	**Saber**	**PSES**	**Goodwill and intangible assets in business combination**	**Total**	**Educbank**	**Total**
Balance at December 31, 2023	**2,707,263**	**705,152**	**3,479,905**	**409,768**	**593,628**	**5,500,741**	**13,396,457**	**64,483**	**64,483**
Changes									
Amortization of allocated goodwill	-	-	-	-	-	(71,902)	(71,902)	(1,195)	(1,195)
Equity in net income of subsidiaries	602,320	(318,877)	374,595	404,034	296,031	-	1,358,103	(11,105)	(11,105)
Capital increase with cash effect	107,813	744,801	-	-	-	-	852,614	-	-
Distribution of dividends received	(44,430)	-	-	(102,560)	(198,733)	-	(345,723)	-	-
Distribution of dividends receivable	(142,754)	-	-	(28,467)	(44,349)	-	(215,570)	-	-
Reflex share repurchase	-	-	(17,349)	-	-	-	(17,349)	-	-
Reflexes of stock option plan (i)	8,190	4,023	6,700	2,701	-	-	21,614	-	-
Assets held for sale (ii)	23,269	-	-	38,031	-	-	61,300	-	-
Result from discontinued operations (ii)	(1,249)	-	-	(2,041)	-	-	(3,290)	-	-
Other results (iii)	-	-	(3,449)	-	-	-	(3,449)	-	-
Balance at December 31, 2024	**3,260,422**	**1,135,099**	**3,840,402**	**721,466**	**646,577**	**5,428,839**	**15,032,805**	**52,183**	**52,183**

(i) The Company has stock purchase option plans as a form of incentive for the performance and retention of its managers and employees recorded at its direct and indirect subsidiaries. The effects of the Restricted Stock Units (“RSU”) Granting Plan and Performance Shares Units (“PSU”) Plan recorded in the subsidiaries are reflected by equivalence in the individuals.

(ii) Refers to amounts reclassified to “Assets held for sale and discontinued operations” caption. The balances presented here represent the net equity to be written off, together with the calculated Profit or Loss linked to this operation, the latter being presented under the Share of (loss) profit equity-accounted investees at the individual. Further details on the compositions are described in note 4.

(iii) Composed of the elimination of unrealized income on inventory sales between the direct subsidiaries Vasta and Saber.

(d) Other investments and interest in entities

The Company, through its subsidiary Somos Sistemas de Ensino S.A., recorded the balance of R$ 1,608 linked to the call option to acquire 49% of the share capital of the company Escola Start Ltda. in the year ended December 31, 2024, while the total amount linked to the minority interest (and without the respective control) in the company Flex Flix Limited of R$ 8,271 was fully written off, according to Note 6.1.

In thousands of reais, unless otherwise indicated

(e) Information on indirect subsidiaries

						12/31/2024	12/31/2023
	Interest in the shareholders' equity	Number of units	Total assets	Total liabilities	Shareholders' equity	Profit (loss) for the year	Profit (loss) for the year
Clínica Médica Anhanguera Ltda.	99.99%	5,831,700	9,642	2,397	7,245	2,606	2,009
PSES Serviços Educacionais Ltda.	99.99%	9,537,000	7,770	6,741	1,029	(1,787)	(1,124)
Projecta Educacional	99.99%	10,234,275	7,299	678	6,621	381	452
Orme Serviços Educacionais	99.99%	471,825,943,590	679,919	635,415	44,504	(90,109)	(109,920)
Platos Soluções Educacionais S.A.	99.99%	83,150,651	41,420	9,400	32,020	(11,274)	(11,246)
SGE Comércio de Material Didático Ltda.	99.99%	2,706,339	5,669	679	4,990	823	1,461
SB Sistemas de Ensino Ltda.	99.99%	152,263	1,706	173	1,533	166	1,177
Editora Ática S.A.	99.99%	397,091,842	981,655	522,811	458,844	79,686	78,679
Editora Scipione S.A.	99.99%	3,088,609,523	153,606	89,356	64,250	34,911	27,894
Maxiprint Editora Ltda.	99.99%	120,421,129	224,563	171,331	53,232	30,591	3,750
Somos Idiomas S.A.	99.99%	500	1,734	837	897	243	145
Nice Participações S.A.	99.99%	17,928,015	280	500	(220)	(195)	(952)
Educação Inovação e Tecnologia S.A.	99.99%	7,445,415	2,628	417	2,211	(324)	(3,796)
Somos Educação Investimentos S.A.	99.99%	121,748,081	51,307	22,508	28,799	(2,663)	(13,715)
Eligis Tecnologia e Inovação Ltda.	99.99%	98,200	61	1	60	1	(1)
Editora Joaquim Ltda.	99.99%	311,868	1,247	346	901	251	310
Editora Pigmento Ltda.	99.99%	347,000	1,048	269	779	200	231
Editora Todas as Letras Ltda.	99.99%	592,834	1,520	510	1,010	245	104
Saraiva Educação S.A.	99.99%	129,257,956	289,122	114,871	174,251	55,404	67,090
Saraiva Soluções Educacionais S.A.	99.99%	5,775,885	55,580	42,323	13,257	8,345	(599)
Escola Start Ltda.	51.00%	500,000	8,944	7,875	1,069	(100)	1,747
Sociedade Educacional da Lagoa Ltda.	99.99%	6,080,000	20,157	4,550	15,607	339	2,465
Pluri - A&R Comércio e Serviços de Inform Ltda. (i)	0.00%	-	-	-	-	(2,957)	(7,648)
Emme Prod de Materiais em Multimidia Ltda Epp.	99.99%	11,251,149	271	886	(615)	(4,183)	(5,733)
Colégio Anglo São Paulo	99.99%	1,000	-	1	(1)	-	-
Phidelis Tec Desenvolvimento de Sistemas Ltda. (ii)	0.00%	-	-	-	-	(223)	-
MVP Consultoria e Sistemas Ltda. ("MVP")	99.99%	4,677,662	10,316	1,789	8,527	179	863
Somos Sistemas de Ensino S.A.	99.99%	5,441,121,711	7,295,680	2,197,691	5,097,989	499,815	(73,905)
Ampli Educacional S.A.	99.99%	700	166	168	(2)	(2)	(1)
CSP Serviços de Pagamento Ltda.	99.99%	100	1	3	(2)	(2)	(1)
CSP Participações Ltda.	99.99%	100	(9)	7	(16)	(16)	-
Voomp Bank Instituição de Pagamento Ltda.	99.99%	100	4	20	(16)	(15)	-
CAdE – Centro Avançado de Ensino Ltda.	99.99%	929,184	1,417	348	1,069	(596)	(252)
SRV Editora Ltda. (iii)	0.00%	-	-	-	-	(1,040)	-

(i) On October 1, 2024, the indirect subsidiary Somos Sistemas de Ensino S.A. took over the company Pluri.
(ii) On October 1, 2024, the indirect subsidiary MVP took over the company Phidelis.
(iii) On May 31, 2024, the indirect subsidiary Saraiva Educação S.A. sold the company SRV, as described in Note 4.

In thousands of reais, unless otherwise indicated

16. Property, plant and equipment

Consolidated

	IT equipment	Furniture, equipment and fixtures	Library	Buildings and improvements	Construction in progress	Land	Right-of-use (IFRS-16)	Total
Balances at December 31, 2022	**65,495**	**256,682**	**67,381**	**941,714**	**93,753**	**112,640**	**2,521,278**	**4,058,943**
Additions	20,822	28,516	6,902	24,187	40,811	-	206,622	327,860
Additions through to business	-	613	-	183	-	-	-	796
Disposals	(81)	(855)	(449)	(14,405)	71	(34,178)	(183,132)	(233,029)
Depreciation	(37,816)	(40,359)	(17,845)	(63,699)	-	-	(223,814)	(383,533)
Transfers	-	-	-	101,468	(101,468)	-	-	-
Balances at December 31, 2023	**48,420**	**244,597**	**55,989**	**989,448**	**33,167**	**78,462**	**2,320,954**	**3,771,037**
2023 Annual average depreciation rate	29%	9%	12%	5%	-	-	5%	
Balances at December 31, 2023	**48,420**	**244,597**	**55,989**	**989,448**	**33,167**	**78,462**	**2,320,954**	**3,771,037**
Additions	12,952	34,891	1,609	41,216	14,638	-	243,543	348,849
Disposals	(937)	(461)	(165)	(5,411)	(3)	(6,101)	(30,017)	(43,095)
Depreciation	(37,205)	(42,146)	(17,781)	(72,600)	-	-	(231,031)	(400,763)
Transfers	-	-	-	31,653	(31,653)	-	-	-
Balances at December 31, 2024	**23,230**	**236,881**	**39,652**	**984,306**	**16,149**	**72,361**	**2,303,449**	**3,676,028**
2024 Annual average depreciation rate	29%	9%	12%	5%	-	-	5%	
Balances at December 31, 2024								
Cost	270,600	642,273	206,208	1,588,454	16,149	72,361	3,395,310	6,191,355
Accumulated depreciation	(247,370)	(405,392)	(166,556)	(604,148)	-	-	(1,091,861)	(2,515,327)

In thousands of reais, unless otherwise indicated

17. Intangible assets

						Consolidated
	Software	Content production	Operating permit	Goodwill and intangible assets allocated	Other intangible assets	Total
Balances at December 31, 2022	**593,747**	**142,250**	**6,138**	**14,332,419**	**77,631**	**15,152,185**
Additions	233,312	99,562	2,510	-	-	335,384
Additions through to business combination	-	-	-	15,112	-	15,112
Disposals	(280)	(11)	(66)	-	(1,160)	(1,517)
Reversal of impairment of intangible assets		-		36,678		36,678
Transfers to assets held for sale		-		(36,678)		(36,678)
Amortization	(198,552)	(84,278)	(3,135)	(237,490)	(10,057)	(533,512)
Transfers	(2,132)	-	-	2,132	-	-
Balances at December 31, 2023	**626,095**	**157,523**	**5,447**	**14,112,173**	**66,414**	**14,967,652**
2023 Annual average amortization rate	20%	35%	33%	6%	12%	
Balances at December 31, 2023	**626,095**	**157,523**	**5,447**	**14,112,173**	**66,414**	**14,967,652**
Additions (i)	258,702	44,189	1,889	-	-	304,780
Disposals	(92)	-	-	-	-	(92)
Amortization	(188,922)	(85,707)	(3,210)	(237,799)	(9,972)	(525,610)
Balances at December 31, 2024	**695,783**	**116,005**	**4,126**	**13,874,374**	**56,442**	**14,746,730**
2024 Annual average amortization rate	20%	35%	33%	6%	12%	
Balances at December 31, 2024						
Cost	1,928,583	584,752	23,576	15,078,100	117,014	17,732,025
Accumulated amortization	(1,232,800)	(468,747)	(19,450)	(1,203,726)	(60,572)	(2,985,295)

(i) The amounts of software additions for the year are mainly related to projects to optimize the control systems of Cogna and its subsidiaries.

In thousands of reais, unless otherwise indicated

a) Goodwill generated on the acquisition of subsidiaries and intangible assets allocated in a business combination

In the Consolidated Financial Statements, the goodwill arising from the difference between the amount paid for the acquisition of investments in subsidiaries and the fair value of the assets and liabilities is classified as intangible assets. Part of the amount paid for the acquisition of the subsidiaries was allocated to identifiable intangible assets with a defined and indefinite useful life after analyzing the acquired assets.

		Consolidated
	12/31/2024	**12/31/2023**
Goodwill (i)	12,641,426	12,638,681
Brand (ii)	1,550,347	1,651,595
Hub operation license and partner network (iii)	667,530	675,210
Client portfolio (iv)	813,082	944,698
	15,672,385	**15,910,184**
Impairment losses of intangible assets	(1,798,011)	(1,798,011)
	13,874,374	**14,112,173**

(i) It refers to the goodwill generated in the acquisitions of subsidiaries, classified as from expected future profitability. It has no defined useful life and is subject to annual impairment tests.

(ii) Intangible assets with an estimated useful life between 19 and 30 years.

(iii) It refers to licenses for operating on campus and distance learning and the distance-learning hub partner network. It has no defined useful life and is subject to annual impairment tests.

(iv) Intangible assets with an estimated useful life between 3 and 14 years.

b) Goodwill impairment test

The Company assesses at least annually the recoverability of its assets, or when there is an indication of any impairment. The impairment test compares the discounted cash flow for a scenario of eight years, plus perpetuity versus the value of the asset, as the Company understands that this is the maturation time of a new cash-generating unit.

The following shows the allocation of goodwill and intangible assets allocated per cash-generating unit level:

		Consolidated
	12/31/2024	**12/31/2023**
Kroton (Kroton Med and Kroton Ex-Med)	8,540,658	8,615,736
Vasta (Content and EdTech Platform)	4,983,390	5,139,917
Saber (“National Book and Textbook Program — NBTP” and Languages)	350,326	356,520
	13,874,374	**14,112,173**

The test considered the base date on December 31, 2024; thus, the Company assessed events that occurred in its cash-generating units that could affect its expectation of recovery of non-financial assets, and, after this assessment, a need to recognize the loss was not detected in cash generating units.

In thousands of reais, unless otherwise indicated

The following growth assumptions were used in the calculations:

KROTON		VASTA	SABER	
Kroton Med	**Kroton Ex-Med**	**Content and EdTech Platform**	**Languages**	**NBTP**
1. Perpetuity growth rate of 5.63% (previously 5.15%) and applied discount rate (WACC[(i)]) of 14.39% (previously 13.61%).	1. Perpetuity growth rate of 5.63% (previously 5.15%) and applied discount rate (WACC) of 14.39% (previously 13.61%).	1. Perpetuity growth rate at 5.63% (previously 5.15%) and applied discount rate (WACC) at 13.63% (previously 13.19%).	1. Perpetuity growth rate at 5.63% (previously 5.15%) and applied discount rate (WACC) at 13.65% (previously 13.15%).	1. Perpetuity growth rate at 5.63% (previously 5.15%) and applied discount rate (WACC) at 13.65% (previously 13.15%).
2. Growth in the average price for freshmen, in line with inflation expectations in all years of the projection. For senior students, the projection presents growth of 4.4% above inflation (previously 3%).	2. Growth in the average price of freshmen in line with inflation expectations as of 2026. The average price of senior students shows a growth of 6.3% above inflation in 2025 and 4.4% as of 2026 (previously 2%).	2. Net Revenue grows at a CAGR of 14% from 2025 to 2032 (previously 16%), with growth based on learning systems, complementary solutions, B2G and Start.	2. Net Revenue grows at a CAGR of 17% (previously 20%) from 2025 to 2032, due to the increase of students at English Solution (B2B), Escolas de Rua (B2C), Wings (B2G) and Bilingual Schools.	2. Net Revenue grows at a CAGR of 3% from 2025 to 2032 (previously 12%) following product seasonality.
3. Net Revenue grows at a CAGR[(ii)] of 5% (previously 7%) from 2025 to 2032, mainly due to increased number of students, considering the funding and evasion. On the other hand, the adjusted EBITDA had a CAGR of 7% (previously 9%) from 2025 to 2032.	3. Growth in intake of CAGR of 8% between 2025 and 2032 (previously 8%) and in Adjusted EBITDA with a CAGR of 18% (previously 12%) from 2025 to 2032.	3. Adjusted EBITDA with CAGR of 21% (previously 23%) from 2025 to 2032 and increase in EBITDA margin.	3. Adjusted EBITDA with CAGR from 2025 to 2032 of 29% (previously 29%), with efficiency gain due to the scalability of the business.	3. Adjusted EBITDA at a CAGR of 10% (previously 10%) from 2024 to 2031, with a change in the product mix and NBTP cycle.

(i) Weighted Average Cost of Capital.
(ii) Compounded Annual Growth Rate (CAGR).

In thousands of reais, unless otherwise indicated

18. Loans

(a) Breakdown

				Consolidated	
	Remuneration	Issue	Maturity	12/31/2024	12/31/2023
FINEP [(i)]	TJLP + 1.25% p.a.	04/18/2023	10/15/2030	59,619	61,578
FINEP 2nd series [(i)]	TJLP + 1.25% p.a.	01/18/2024	10/15/2030	23,069	-
Total				**82,688**	**61,578**
Current liabilities				15,270	4,619
Non-current liabilities				67,418	56,959
				82,688	**61,578**

(i) The loan from Finep does not require financial indicators to be maintained; however, it has performance indexes related to proof of the allocation of funds borrowed.

(b) Changes

	Consolidated	
	12/31/2024	12/31/2023
Opening balance	61,578	-
Addition	23,755	60,936
Interest appropriation	6,890	3,551
Payment of interest [(i)]	(6,015)	(2,909)
Payment of principal	(3,520)	-
Closing balance	**82,688**	**61,578**

(i) Interest payments are made monthly.

(c) Amortization schedule

		Consolidated			
		12/31/2024		12/31/2023	
	Maturity (years):	**Total**	**%**	**Total**	**%**
	≤01	15,270	18.5	4,619	7.5
Total current liabilities		**15,270**	**18.5**	**4,619**	**7.5**
	01−02	13,951	16.9	13,989	22.7
	02−03	13,951	16.9	13,989	22.7
	03−04	13,951	16.9	13,989	22.7
	04−05	13,951	16.9	13,989	22.7
	>05	11,614	14.0	1,003	1.6
Total non-current liabilities		**67,418**	**81.5**	**56,959**	**92.5**
		82,688	**100.0**	**61,578**	**100.0**

In thousands of reais, unless otherwise indicated

19. Bonds

(a) Breakdown

					Individual		Consolidated
	Remuneration	**Issue**	**Maturity**	**12/31/2024**	**12/31/2023**	**12/31/2024**	**12/31/2023**
EDE SARAIVA 4th issue of single series bonds	CDI + 2.75% p.a.	08/27/2018	08/17/2026	-	-	-	173,142
COGNA 1st issue of single series bonds	CDI + 0.65% p.a.	04/15/2019	04/15/2024	-	204,288	-	204,288
COGNA 2nd issue of 3rd series bonds	IPCA + 6.7234% p.a.	08/15/2018	08/15/2025	-	144,290	-	144,290
COGNA 6th issue of single series bonds	CDI + 2.15% p.a.	05/20/2020	09/20/2025	-	514,004	-	514,004
COGNA 7th issue of 1st and 2nd series bonds	CDI+2.60% p.a. & CDI +2.95% p.a.	08/20/2021	08/20/2024 and 08/20/2026	-	740,710	-	740,710
COGNA - 8th issue of 1st series bonds	CDI + 1.45% p.a.	08/02/2022	07/13/2027	69,611	69,647	69,611	69,647
COGNA - 8th issue of 2nd series bonds	IPCA + 7.9273% p.a.	08/02/2022	07/12/2029	370,366	350,598	370,366	350,598
COGNA - 8th issue of 3rd series bonds	IPCA + 8.0031% p.a.	08/02/2022	07/13/2032	113,819	107,869	113,819	107,869
COGNA 9th issue of single series bonds	CDI + 2.15% p.a.	01/27/2023	01/20/2026	527,027	529,239	527,027	529,239
COGNA 10th issue of 1st series bonds	CDI + 1.90% p.a.	08/09/2023	08/01/2025	104,938	104,817	104,938	104,817
COGNA 10th issue of 2nd series bonds	CDI + 1.90% p.a.	08/09/2023	08/01/2025	419,752	419,238	419,752	419,238
COGNA 11th issue of 1st series bonds	CDI + 1.55% p.a.	12/28/2023	11/16/2028	90,379	88,455	90,379	88,455
COGNA 11th issue of 3rd series bonds	12.50% fixed rate	12/28/2023	11/16/2028	353,121	345,831	353,121	345,831
COGNA 11th issue of 3rd series bonds	IPCA + 6.9165% p.a.	12/28/2023	11/18/2030	52,384	49,239	52,384	49,239
AESAPAR - 1st issue - single series	CDI + 2.95% p.a.	11/25/2021	11/25/2026	-	-	-	503,565
VASTA 1st issue of single series bonds	CDI + 2.30% p.a.	08/10/2021	08/05/2024	-	-	-	528,040
COGNA 12th issue of 1st series bonds	CDI + 1.35% p.a.	05/24/2024	05/15/2027	611,185	-	611,185	-
COGNA 12th issue of 2nd series bonds	CDI + 1.60% p.a.	05/24/2024	05/15/2029	496,132	-	496,132	-
COGNA - 13th issue - single series	CDI +1.35% p.a.	07/11/2024	07/15/2027	208,250	-	208,250	-
COGNA - 14th issue - single series	CDI + 1.60% p.a.	11/19/2024	11/19/2029	499,995		499,995	
Total				**3,916,959**	**3,668,225**	**3,916,959**	**4,872,972**
Current liabilities				644,939	852,741	644,939	1,450,226
Non-current liabilities				3,272,020	2,815,484	3,272,020	3,422,746
				3,916,959	**3,668,225**	**3,916,959**	**4,872,972**

In thousands of reais, unless otherwise indicated

The bonds, issued in book-entry form, without the issue of certificates and without the possibility of converting shares, have the following characteristics:

						Consolidated
Company	**Issue**	**Series**	**Quant.**	**Issue amount**	**Payment of principal**	**Interest payment**
COGNA	8th	1st	67,000	67,000	Upon maturity	Twice-yearly (Jan & July)
COGNA	8th	2nd	331,000	331,000	Annually	Twice-yearly (Jan & July)
COGNA	8th	3rd	102,000	102,000	Annually	Twice-yearly (Jan & July)
COGNA	9th	Single	500,000	500,000	Upon maturity	Twice-yearly (Jan & July)
COGNA	10th	1st	100,000	100,000	Upon maturity	Twice-yearly (Feb & Aug)
COGNA	10th	2nd	400,000	400,000	Upon maturity	Twice-yearly (Feb & Aug)
COGNA	11th	1st	91,459	91,459	Annually	Twice-yearly (May & Nov)
COGNA	11th	2nd	357,599	357,599	Annually	Twice-yearly (May & Nov)
COGNA	11th	3rd	50,942	50,942	Annually	Twice-yearly (May & Nov)
COGNA	12th	1st	607,008	607,008	Upon maturity	Twice-yearly (May & Nov)
COGNA	12th	2nd	492,992	492,992	Annually	Twice-yearly (May & Nov)
COGNA	13th	Single	200,000	200,000	Upon maturity	Twice-yearly (July & Jan)
COGNA	14th	Single	500,000	500,000	Annually	Twice-yearly (May & Nov)

(b) Changes

		Individual		Consolidated
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
Opening balance	3,668,225	3,925,733	4,872,972	5,191,194
Addition - principal (i)	1,800,000	1,500,000	1,800,000	1,500,000
Issue costs	(15,363)	(25,404)	(15,363)	(25,404)
Repurchase of bonds	-	(1,006,123)	-	(1,006,123)
Repurchase revenue	-	(1,216)	-	(1,216)
Accrued interest	445,636	468,138	555,378	653,145
Appropriation of costs	17,530	21,983	22,443	24,518
Interest payment	(487,377)	(478,361)	(641,778)	(671,618)
Payment of principal (ii)	(1,511,692)	(736,525)	(2,676,693)	(791,524)
Closing balance	**3,916,959**	**3,668,225**	**3,916,959**	**4,872,972**

(i) On May 24, 2024, the Company carried out the 12th issue of simple and non-convertible bonds, of the unsecured type, in two series, totaling R$ 1,100,000, remunerated at Interbank Deposit Certificate + 1.35% and Interbank Deposit Certificate rates + 1.60% p.a., respectively. On August 1, 2024, the Company completed the 13th issue of simple and non-convertible bonds, of the unsecured type, in two series, totaling R$ 200,000, remunerated at Interbank Deposit Certificate rate + 1.35% p.a. On November 19, 2024, the Company carried out the 14th issue of simple bonds not convertible into shares, unsecured, in a single series., totaling R$ 500,000. Bonds are remunerated at CDI rate + 1.60% p.a.

(ii) The Company carried out the optional early redemption of the bonds: EDE SARAIVA - 4th Issue on April 19, 2024; COGNA 1st issue and COGNA 2nd issue on June 4, 2024; COGNA 6th issue on June 27, 2024 and; COGNA 7th issue, repurchasing 161,558 shares of this issue on August 6, 2024 and redeeming the remaining 130,125 shares on August 23, 2024 and; AESAPAR - 1st issue on December 13, 2024.

In thousands of reais, unless otherwise indicated

(c) Committed performance ratios

“Cogna” issues (quarterly calculations)

The bonds issued by individual Cogna require the maintenance of financial ratios (“covenants”), which are calculated quarterly, based on the interim information and the consolidated statements of the Company. The calculation period comprises, where it is necessary for the calculation and as determined in the deed, the 12 months immediately prior to the end of each quarter and the calculation is the quotient of the division of the net debt by the adjusted EBITDA, and the resulting amount should not be greater than 3.50. This index cannot be exceeded in 2 consecutive quarters or in 3 alternating quarters within the term of the contract, which did not occur as of December 31, 2024.

The concept of adjusted EBITDA means, based on the Company’s quarterly information (ITR) or consolidated financial statements, as the case may be, the result obtained in the twelve (12) months prior to the calculation date (last twelve months concept), less income tax and social contribution, depreciation and amortization, the finance result and the result of non-recurring items, plus operating finance income.

The financial ratio for the calculation of the division of net debt by adjusted EBITDA reached 1.35, within the conditions established in the aforementioned financial contractual clauses.

(d) Amortization schedule

					12/31/2024
			Individual		Consolidated
	Maturity (years):	Total	%	Total	%
	≤01	644,939	16.5	644,939	16.5
Total current liabilities		**644,939**	**16.5**	**644,939**	**16.5**
	01−02	490,253	12.5	490,253	12.5
	02−03	1,090,387	27.8	1,090,387	27.8
	03−04	897,016	22.9	897,016	22.9
	04−05	676,477	17.3	676,477	17.3
	>05	117,887	3.0	117,887	3.0
Total non-current liabilities		**3,272,020**	**83.5**	**3,272,020**	**83.5**
		3,916,959	**100.0**	**3,916,959**	**100.0**

					12/31/2023
			Individual		Consolidated
	Maturity (years):	Total	%	Total	%
	≤01	852,741	23.2	1,450,226	29.8
Total current liabilities		**852,741**	**23.2**	**1,450,226**	**29.8**
	01−02	1,188,411	32.4	1,491,934	30.6
	02−03	639,857	17.4	943,596	19.4
	03−04	286,175	7.8	286,175	5.9
	04−05	402,160	11.0	402,160	8.3
	>05	298,881	8.1	298,881	6.1
Total non-current liabilities		**2,815,484**	**76.8**	**3,422,746**	**70.2**
		3,668,225	**100.0**	**4,872,972**	**100.0**

In thousands of reais, unless otherwise indicated

20. Lease liabilities

(a) Changes

	Consolidated	
	12/31/2024	12/31/2023
Opening balances	**2,841,046**	**3,013,129**
Additions	97,293	62,834
Renegotiations	146,250	143,788
Cancellations	(39,532)	(221,195)
Adjustment to present value [(i)]	294,375	301,489
Payment of interest	(292,672)	(293,585)
Payment of principal	(173,195)	(165,414)
Closing balances	**2,873,565**	**2,841,046**
Current	184,267	155,726
Non-current	2,689,298	2,685,320
	2,873,565	**2,841,046**

(i) The adjustment to present value related to lease liabilities' agreements is calculated individually and applied to the useful life of the contract, considering its maturity. The fee is calculated at cost of capital less the impact estimated by the guarantee on the fee.

In addition to the amounts presented above, some of the real estate leases in which the Company and its subsidiaries are lessees contain variable terms of payment that are linked to the performance of the use of the underlying asset, and therefore are not included in the measurement of the book balances.

In accordance with the bond deeds, the Group's lease operations have no impact on the calculation of the financial ratios (covenants) of the bonds.

(b) Items not applicable to the scope of CPC 06 (R2)/IFRS 16

As provided for in CPC 06 (R2)/IFRS 16, short-term leases (lease term of 12 months or less) and leases of low-value assets (such as personal computers and office furniture), will continue to recognize their lease expenses on a straight-line basis in the income statements for the year and thus not be included in the lease liability. These effects for the year ended December 31, 2024 are as follows:

	Consolidated	
	12/31/2024	12/31/2023
Fixed payments	465,867	458,999
Variable payments	9,409	22,948
Payments related to short-term and low-value contracts and other	7,513	29,637
Total paid	**482,789**	**511,584**

(c) Future commitments

The lease balances payable related to "future commitments" for the year ended December 31, 2024, are shown below:

			Consolidated			Consolidated
In years:	IFRS 16	(-) APV	12/31/2024	IFRS 16	(-) APV	12/31/2023
≤01	466,632	(282,366)	184,266	435,259	(279,533)	155,726
01−05	2,171,561	(1,106,935)	1,064,626	2,085,590	(1,141,259)	944,331
>05 [(i)]	2,836,072	(1,211,399)	1,624,673	3,091,968	(1,350,979)	1,740,989
	5,474,265	**(2,600,700)**	**2,873,565**	**5,612,817**	**(2,771,771)**	**2,841,046**

(i) Our contracts have an automatic renewal option, and the company intends to exercise this option, increasing the average lease term.

In thousands of reais, unless otherwise indicated

(d) CVM/SNC/SEP Circular Letter 02/2019

The table below shows the potential right of recoverable PIS/COFINS embedded in the lease consideration, according to the periods set for payment:

		12/31/2024
		Consolidated
Cash flows	**Nominal**	**Adjusted to present value**
Consideration payable	5,474,265	(2,600,700)
Potential PIS/COFINS (3.65%)	196,280	(93,584)
	5,670,545	**(2,694,284)**

21. Reverse factoring

Some domestic suppliers, mainly suppliers of raw materials (paper) and graphic services have the option to assign the Company's receivables, without recourse to financial institutions. Through these operations, suppliers can anticipate their receipts with reduced finance costs since the financial institutions consider the credit risk of the Company.

As of December 31, 2024, the balance of reverse factoring suppliers was R$ 471,906 (R$ 589,280 on December 31, 2023), and the discount rates on assignment transactions carried out by our suppliers with financial institutions had a weighted average of 1.15% per month (on December 31, 2023, the weighted average was 1.05% p.m.). The average payment period is currently 353 days. The balance is initially recognized net of the adjustment to present value, which is subsequently recognized as a finance cost.

Payments to the bank are included in operating cash flows since they continue to form part of the Group's normal operating cycle, with the purpose of aligning possible mismatches between the cash flows of payments to suppliers and receipts from clients. Payments to a supplier by the bank totaling R$ 442,158 are considered non-monetary transactions. Additional information is provided in the table below:

	12/31/2024
Book value of financial liabilities	
Balance of reverse factoring	471,906
Amounts received by suppliers from financial institutions that are part of the financing agreement - reverse factoring, in relation to the outstanding balance mentioned above	442,158
Range of payment dates (days)	
Reverse factoring	357-360
Suppliers	45-90

In thousands of reais, unless otherwise indicated

22. Salaries and social contributions

	Individual		Consolidated	
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
Salaries payable	2,007	3,116	65,795	70,483
INSS payable	168	130	44,870	53,755
FGTS payable	-	454	10,640	13,560
IRRF (Withholding income tax) payable	349	285	30,738	33,396
Provision for vacation pay and 13th salary	-	128	70,246	58,176
Provision charges	-	47	27,623	25,376
Provision for profit sharing	11,146	12,704	103,588	117,399
Other	-	167	37,140	31,075
	13,670	**17,031**	**390,640**	**403,220**

23. Taxes payable

	Individual		Consolidated	
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
ISS	6	-	20,110	19,022
PIS	511	1,372	4,712	5,085
COFINS	917	5,041	5,113	19,834
IRRF (withholding income tax) and CSLL (social contribution on net income)	26	4	18,027	34,151
INSS	-	-	4,813	2,831
Other	88	45	2,265	1,723
	1,548	**6,462**	**55,040**	**82,646**

24. Accounts payable for business combination and acquisition of associates

	Consolidated	
	12/31/2024	**12/31/2023**
Editora de Gouges (i)	20,103	28,224
Uniabc	39,197	37,375
SEL	-	17,920
Educbank	-	1,023
Colégio Leonardo da Vinci	4,986	4,498
Metropolitana	12,166	12,693
Phidelis	6,994	11,672
EMME	5,780	8,148
CAdE	6,094	6,436
Other	6,329	8,451
Total	**101,649**	**136,440**
Current	68,371	81,588
Non-current	33,278	54,852
	101,649	**136,440**

(i) Refers to the balance payable to Salta (Eleva) in transactions involving the purchase of the Learning System, already discounted from the amounts receivable from the sale of schools, as mentioned in Note 13. The amount presented herein refers to the net amount payable in the last three installments, which exceeds the balance receivable.

In thousands of reais, unless otherwise indicated

The changes in the accounts payable for business combination and acquisition of associates' item are shown below:

		Consolidated
	12/31/2024	**12/31/2023**
Opening balance	**136,440**	**252,429**
Addition (i)	16,016	13,865
Interest adjustment	7,616	11,497
Price adjustment	(268)	59,388
Adjustment to present value	1,242	2,488
Installment payments	(59,397)	(195,870)
Cash payments	-	(7,357)
Closing balance	**101,649**	**136,440**

(i) Refers to the post-closing adjustment and supervening obligations of contingent price via amendment to contract signed on January 31, 2024, totaling R$ 16,016, in which Saber reimburses Salta (Eleva), reimbursing the amount disbursed by Salta due to the supervening obligation.

Below is the amortization schedule for accounts payable for business combination and acquisition of associates:

					Consolidated
		12/31/2024		12/31/2023	
	Maturity (days):	**Total**	**%**	**Total**	**%**
	≤01	68,371	67.3	81,588	59.8
Total current liabilities		**68,371**	**67.3**	**81,588**	**59.8**
	01−02	24,814	24.3	15,573	11.4
	02−03	1,402	1.4	31,688	23.2
	03−04	7,062	7.0	2,064	1.5
	>04	-	-	5,527	4.1
Total non-current liabilities		**33,278**	**32.7**	**54,852**	**40.2**
Total		**101,649**	**100.0**	**136,440**	**100.0**

25. Provision for tax, civil and labor losses and liabilities assumed in the business combination

The Company is involved in certain legal matters arising from the normal course of its business related to tax, civil and labor claims, in addition to contingent liabilities from business combinations.

The classification of the risk of loss is carried out in accordance with the Company's internal policy, also considering the opinion of the legal advisors. Moreover, the Company's Management understands that the provisions for tax, civil and labor risks are sufficient to cover possible losses in administrative, judicial and arbitration proceedings.

In thousands of reais, unless otherwise indicated

25.1. Balances and changes in lawsuits with expectation of probable loss

The table below shows the changes in provision for the year ended December 31, 2024:

					Consolidated
	Tax	Civil	Labor	Liabilities assumed in business combination (iii)	Total
Balance at December 31, 2023	**386,129**	**84,955**	**160,219**	**1,002,916**	**1,634,219**
Additions	22,512	81,889	72,346	-	176,747
Inflation adjustment	18,845	31,739	16,070	33,205	99,859
Reversals (i)	(366,757)	(35,458)	(24,591)	(606,003)	(1,032,809)
Total impact on profit (loss)	**(325,400)**	**78,170**	**63,825**	**(572,798)**	**(756,203)**
Payments	(309)	(45,629)	(44,429)	-	(90,367)
Former sponsor (with guarantee)	38,757	330	(235)	(46)	38,806
Transfers (ii)	413,755	-	-	(413,755)	-
Balance at December 31, 2024	**512,932**	**117,826**	**179,380**	**16,317**	**826,455**

(i) The reversals made for the period refer mostly to contingencies linked to tax assessment notices involving the collection of federal taxes arising from the use of the deductibility of goodwill amortization in companies acquired by the Company, in the amount of R$ 848,132, allocated according to their nature. More information is presented in item 25.2.1.

(ii) Reclassification corresponding to the amount of tax provisions with a probability of loss defined as “more likely than not.”

(iii) The accounting balance of this item is composed of: (i) R$ 5,297 from civil lawsuits and (ii) R$ 11,020 from labor lawsuits. More information is presented in item 25.2.

<u>Reconciliation of effects impacts with Company’s profit (loss):</u>

					Consolidated
	Tax	Civil	Labor	Liabilities assumed in business combination	Total
General and administrative expenses	165,672	(46,431)	(47,755)	228,883	300,369
Finance costs	(7,507)	(31,739)	(16,070)	(54,602)	(109,918)
Finance income	65,914	-	-	242,655	308,569
Income tax and social contribution	101,321	-	-	155,862	257,183
	325,400	**(78,170)**	**(63,825)**	**572,798**	**756,203**

25.2. Main probable lawsuits by type

25.2.1. Tax reversals linked to the deductibility of goodwill amortization

The Company is a party to tax proceedings in which the Brazilian Federal Revenue Service is seeking to collect federal taxes (IRPJ/CSLL) arising from the use of the deductibility of goodwill amortization in acquisitions made by the Company's subsidiaries. During the year 2024, favorable decisions were handed down to the Company's subsidiaries in the administrative level and in case law in the administrative and judicial levels in similar cases that impact on the reversal of tax provisions in the amount of R$ 848,132, as follows:

(i) Tax assessment notices against the subsidiary Somos Sistema de Ensino S.A., through which the deductibility of goodwill amortization was disallowed and finance costs were disallowed, together with the offsetting of tax losses generated by these finance costs (related to bonds issued to finance Anglo Group companies) for the period from 2011 to 2017, in addition to the charge of an isolated and a qualified fine.

Throughout 2024, significant events occurred that affected the analysis of the Company and its external legal advisor as to the likelihood of loss in the proceedings, which led to a change in the respective probability of loss, as follows: (i) for the discussion related to the deduction of goodwill, as well as the isolated and *ex-officio* fines derived from this item, the probability of loss previously defined as "more likely than not that a present obligation exists" was changed to "less likely than not;" and (ii) for the discussion related to the deductibility of finance costs, as well as the disallowance of tax losses, the probability of loss remained as "More likely than not," due to recent unfavorable decisions at the administrative level.

Therefore, considering the aspects presented above and the opinion of our legal advisors, contingencies in the amount of R$ 600,638 were reversed.

(ii) Tax assessment notice against the subsidiary Somos Idiomas S.A., included as jointly and severally liable, through which the deductibility of goodwill amortization was disallowed and IRPJ and CSLL were demanded for the calendar years 2013 to 2015, as well as the imposition of isolated and qualified fines.

After filing an appeal, the Federal Revenue Office decided to cancel the tax assessment notice, both as regards the goodwill and the finance cost. Considering the total success in the administrative level, the chances of loss are now considered "Less likely than not" on the full amount of the assessment (principal, fine and interest), and contingencies amounting to R$ 173,224 were reversed.

(iii) According to the history and risk analysis of the tax assessment notices due to the use of the deductibility of goodwill amortization in other subsidiaries and since these are operations with the same origin, which have the same subject of discussion, contingencies in the amount of R$ 74,270 were reversed.

The reversal of said provisions made in 2024 was recognized in accordance with established accounting practices and based on the guidelines of CPC25/IAS 37, assessing the likelihood of losses for the aforementioned cases with remote chances of future losses.

25.2.2. Main probable lawsuits by nature

Below are the main probable lawsuits by nature, which make up the outstanding balance on the date of the financial statements. Part of these contingencies are the responsibility of the former sponsors/owners:

Tax lawsuits

As of December 31, 2024, the Company's main tax lawsuits and proceedings are as follows:

- Tax foreclosures filed by the Municipality of São Paulo aiming at charges of ISSQN, owed by Academia Paulista Anchieta, acquired by Anhanguera Educacional Ltda. totaling R$ 33,468 (R$ 30,573 as of December 31, 2023). In case of an unfavorable outcome in lawsuits, the sellers of Academia Paulista Anchieta will be responsible for the debts. Furthermore, the Company has a contractual guarantee;

- Tax Assessment Notice against the subsidiary Somos Sistemas de Ensino S.A., aiming at charges of federal taxes (IRPJ/CSLL), derived from goodwill amortization deductibility amounting to R$ 101,080 (R$ 380,229 as of December 31, 2023), where Somos Educação S.A. and Ativic S.A. (linked to Grupo Abril S.A.) were held jointly and severally liable. The amount provisioned refers to the disallowance of finance costs, as the matter has not yet been defined at the administrative level; and

- 2 Tax Assessment Notices against the subsidiaries Editora Ática S.A. e Editora Scipione S.A. aiming at charges of federal taxes (IRPJ/CSLL), resulting from the use of goodwill amortization deductibility, in the amount of R$ 81,834 and R$ 3,688, respectively (R$ 96,817 and R$ 4,367 as of December 31, 2023), and contingencies are reversed totaling R$ 18,996 as of December 31, 2024, due to the decrease in percentage of qualified fine to 100% due to law amendment. According to the Company's assessment, together with its legal advisors, these contingencies remain classified as "More likely than not", in view of the specifics of the proceeding underway in the judicial level.

The Company is also party to other lawsuits involving discussions related to PIS and COFINS offsetting, in the amount of R$ 169,580 (R$ 161,486 on December 31, 2023) and 52 tax lawsuits of several natures, including the offsetting of taxes, considered to be of lesser relevance, with an average value of R$ 2,371, which total R$ 123,282 (R$ 232,749 on December 31, 2023).

Civil lawsuits

For civil claims considered less relevant and similar in nature, provisions are recorded based on the historical average of lawsuits closed in the last 12 months. The lawsuits that do not fit into the previous criteria are provisioned according to the Company's internal policy, also considering the opinion of the legal advisors. The Company has, on December 31, 2024, 12,510 civil lawsuits (13,841 as of December 31, 2023) which amount to R$ 117,826 (R$ 84,955) as of December 31, 2023).

In thousands of reais, unless otherwise indicated

Labor lawsuits

The Company has, on December 31, 2024, 676 labor lawsuits (751 as of December 31, 2023) which amount to R$ 179,380 (R$ 160,219 as of December 31, 2023). Labor lawsuits have claims of different natures, mainly related to the payment of overtime and salary differences, and there are even disputes of employees from outsourcing companies, in which the Company's responsibility is only joint.

Liabilities assumed in business combination

The main lawsuits undertaken by the Company in a business combination, with a probable likelihood of loss, are as follows:

(i) Civil:

The Company is a party to 13 civil lawsuits (19 on December 31, 2023), considered less relevant, with an average amount of R$ 407, which total R$ 5,297 (R$ 6,566 as of December 31, 2023).

(ii) Labor:

The Company is a party to 10 labor lawsuits (16 as of December 31, 2023), considered as less relevant with an average amount of R$ 1,102. Labor lawsuits have claims of different nature, mainly related to the payment of overtime and salary differences, totaling R$ 11,020 (R$ 12,697 as of December 31, 2023).

25.3. Lawsuits with possible loss

The table below considers all contingencies of the Company, classified as possible loss, including those that were generated in a period subsequent to the business combination:

				Consolidated
	12/31/2024	12/31/2023	Quantity on 12/31/2024	Quantity on 12/31/2023
Tax	1,384,793	1,370,497	403	397
Civil	371,076	268,903	882	773
Labor	241,248	180,415	490	512
Total	**1,997,117**	**1,819,815**	**1,775**	**1,682**

As of December 31, 2024, the Company and its subsidiaries had 1,775 legal and administrative proceedings whose risk is classified according to the Company's internal policy, also considering the opinion of the legal advisors, of which 143 proceedings are partially and/or fully the responsibility of former sponsors/sellers of companies acquired by the Company. Below we highlight the main ones:

(i) Tax:

- Tax proceedings aimed at charges of social security contributions from a company merged by the Subsidiary Editora e Distribuidora Educacional S.A. Therefore, the responsibility of the respective sellers, in the total amount of R$ 152,542 (R$ 140,764 as of December 31, 2023);

- Annulment suit filed by the Company, seeking the nullification of charges for alleged federal taxes on payments made in connection with the share-based payment expense plans, in the amount of R$ 116,743 (R$ 175,230 as of December 31, 2023);

In thousands of reais, unless otherwise indicated

- Tax assessment notice against the subsidiary Editora e Distribuidora Educacional S.A. aiming at charges of allegedly incurred social security contributions on payments made as a result of the profit sharing plan, in the amount of R$ 98,611 (R$ 92,341 as of December 31, 2023);

- Tax assessment notice against the company merged by the Subsidiary Editora e Distribuidora Educacional S.A. related to the deductibility of the expense in the calculation of Corporate Income Tax, related to the payments made due to the profit sharing plan totaling R$ 91,861 (R$ 85,532 as of December 31, 2023);

- Tax assessment notice against the Company, aiming at charges of social security contribution allegedly levied on payments made as a result of share-based payment expense plans, in the amount of R$ 36,749 (R$ 55,399 as of December 31, 2023); and

- 386 lawsuits involving the charges of taxes with different natures, totaling R$ 888,287 (R$ 821,231 as of December 31, 2023).

(ii) Civil:

- Lawsuit involving the discussion regarding the rendering accounts to a partner of a company acquired by Anhanguera Educacional Ltda., in the amount of R$ 69,569 (R$ 60,553 as of December 31, 2023). In case of an unfavorable outcome, the sellers of the company acquired by Anhanguera Educacional Ltda. are responsible for the debt ; and

- 881 lawsuits, with an average amount of R$ 342, totaling R$ 301,507 (R$ 208,350 as of December 31, 2023).

(iii) Labor:

- Labor claim against Somos Sistemas de Ensino S.A. requesting labor amounts, totaling R$ 20,375 (R$ 18,661 as of December 31, 2023); and

- 489 lawsuits, with an average amount of R$ 452, totaling R$ 220,873 (R$ 161,754 as of December 31, 2023), whose claims mainly involve overtime and salary differences.

26. Judicial deposits and guarantees for provision for tax, civil and labor losses

26.1. Judicial deposits

	Individual		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Tax	-	-	35,873	39,572
Civil	138	-	3,208	-
Labor	849	4,152	7,809	11,944
Total	**987**	**4,152**	**46,890**	**51,516**

In thousands of reais, unless otherwise indicated

26.2. Guarantees for the provision for tax, civil and labor losses [(i)]

				Consolidated
	Tax	Civil	Labor	Total
Balance at December 31, 2023	**10,482**	**4,408**	**2,049**	**16,939**
Addition	35,717	648	426	36,791
Inflation adjustment	3,040	1,325	667	5,032
Reversals	-	(1,689)	(1,328)	(3,017)
Total, former sponsor	**38,757**	**284**	**(235)**	**38,806**
Balance at December 31, 2024	**49,239**	**4,692**	**1,814**	**55,745**

(i) The guarantees provided because of the acquisitions, against the contingencies mentioned in Note 25.1, are contractually provided for and comprise: a) retention of rents of properties leased by the Company's subsidiaries; b) retention of part of the purchase price; and c) mortgage on the property belonging to the sellers.

27. Income tax and social contribution - current and deferred

27.1. Income tax and social contribution on income

Income tax and social contribution recognized in the period differ from the theoretical value that would be obtained using the nominal tax rates defined by law, applicable to the profit of consolidated entities. Therefore, we present below the reconciliation of these main amounts of additions and/or exclusions performed in tax bases, as follows:

		Individual		Consolidated
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Profit (loss) before income tax and social contribution for the year	866,048	(666,911)	662,830	(171,578)
Combined nominal rate for income tax and social contribution - %	34%	34%	34%	34%
IRPJ and CSLL at nominal rates	**(294,456)**	**226,750**	**(225,362)**	**58,337**
Equity in net income of subsidiaries	436,136	(118,419)	(4,182)	(6,343)
Tax incentives in subsidiaries subject to the ProUni benefit	-	-	261,231	193,280
Net additions without recording deferred amounts [(i)]	19,128	12,273	285,178	145,980
Deferred IRPJ and CSLL on temporary differences and non-realizable tax losses	-	-	-	(518,059)
Deferred IRPJ and CSLL on tax losses	-	97,455	(5,654)	97,455
Difference in the presumed income rate of subsidiary	-	-	(1,256)	349
Deferred IRPJ and CSLL not recorded on the loss for the year of the individual and subsidiaries	(143,695)	-	(461,033)	(295,986)
IRPJ and CSLL on contingencies – current [(ii)]	-	-	257,183	29,239
IRPJ and CSLL on contingencies (Note 27.2)	-	-	225,986	-
Total income tax and social contribution	**17,113**	**218,059**	**332,091**	**(295,748)**
Current corporate income tax and social contribution in profit	-	-	202,151	12,166
Deferred income tax and social contribution in profit (loss)	17,113	218,059	129,940	(307,914)
	17,113	**218,059**	**332,091**	**(295,748)**

(i) Mainly adjustments to the calculation of the subsidiary Saber arising from the non-formation of deferred IRPJ and CSLL.

(ii) Associated to the reversal of tax provisions linked to the deductibility of goodwill amortization in the opening and post-opening balance sheets. See item 25.2.1.

In thousands of reais, unless otherwise indicated

27.2. Deferred income tax and social contribution

Changes in income tax and social contribution assets and liabilities are as follows:

				Individual
	12/31/2023	Other adjustments	Effects in income (loss)	12/31/2024
In the liabilities				
Goodwill on business combination	(450,302)	-	17,113	(433,189)
Non-current liabilities, net	**(450,302)**	**-**	**17,113**	**(433,189)**

					Consolidated
	12/31/2023	Other adjustments	Discontinued operations	Effects in profit (loss)	12/31/2024
Income tax / Social contribution:					
Tax losses / negative basis of social contribution on net income	1,154,543	-	-	(46,637)	1,107,906
Temporary differences in taxable income					
Impairment losses on trade receivables	522,692	-	-	(22,956)	499,736
Adjustment to present value	(11,229)	-	-	27,077	15,848
Provision for tax, civil and labor losses (i)	(210,269)	-	-	257,294	47,025
Loan depreciation and cost	18,463	-	-	(1,338)	17,125
Non-deductible provision	29,834	(1,547)	-	54,362	82,649
Stock option plan, RSU and PLR	55,327	-	-	13,856	69,183
Lease liabilities	82,946	-	-	132	83,078
Goodwill on business combination	(1,785,273)	-	(2,668)	(151,850)	(1,939,791)
Non-current assets (liabilities), net	**(142,966)**	**(1,547)**	**(2,668)**	**129,940**	**(17,241)**
Non-current assets	665,355				650,701
(-) Non-current liabilities	(808,321)				(667,942)
Total	**(142,966)**				**(17,241)**

(i) The Company, together with its legal advisors, assessed that the reversal of the tax provisions generated in the business combination would not be taxable during the year 2024. Accordingly, the respective deferred tax liabilities related to these contingencies in the amount of R$ 225,986 were also reversed.

Deferred income tax and social contribution liabilities are derived from intangible assets arising from acquisitions and deferred income tax and social contribution liabilities are derived from tax losses and balances from additions to previous and current Taxable Income.

27.3. Tax incentives

ProUni establishes through Law 11096, of January 13, 2005, an exemption from certain federal taxes to higher education institutions that grant full and partial scholarships to low-income students enrolled in traditional and technological undergraduate courses. The higher education entities controlled by the Company are included in that program.

The amount of tax benefits due to ProUni calculated in the year ended December 31, 2024, including PIS and COFINS, is R$ 403,918 (R$ 322,009 on December 31, 2023).

In thousands of reais, unless otherwise indicated

28. Dividends payable

Pursuant to the Company's Bylaws, and in line with corporate legislation, the Company proposes the distribution of the minimum mandatory dividend of 25% of adjusted net profit, deducted from the unrealized profit reserve in accordance with Art. 197 of the Brazilian Corporate Law, and distributed to shareholders within the terms of the law.

Dividends were calculated as follows:

	12/31/2024
Net income for the year	879,871
(-) Legal reserve (5%)	(43,994)
Adjusted net profit	**835,878**
Minimum mandatory dividends (25% calculated)	(208,969)
(-) Formation of unrealized profit reserve (Note 29.3.2)	(88,147)
Minimum mandatory dividends for the year	**(120,822)**
Dividends per share (i)	0.07

(i) The number of shares of 1,844,341,341 as of December 31, 2024 is considered.

29. Shareholders' equity

29.1. Share capital

As of December 31, 2024 and 2023, the subscribed and paid-up share capital of the Company totaled R$ 7,667,615, corresponding to 1,876,606,210 nominative common shares. We present its respective distribution:

	12/31/2024		12/31/2023	
	Amount	Quantity	Amount	Quantity
Total shares - ex-treasury	7,631,168	1,844,341,341	7,655,461	1,871,956,123
Total treasury shares	36,447	32,264,869	12,154	4,650,087
Total shares	**7,667,615**	**1,876,606,210**	**7,667,615**	**1,876,606,210**

In addition, we present below the changes in treasury shares:

	12/31/2024		12/31/2023	
	Amount	Quantity	Amount	Quantity
Opening balance	12,154	4,650,087	8,257	1,913,841
Repurchase of treasury shares (i)	37,108	32,996,400	15,467	7,045,600
Disposal of shares	(12,815)	(5,381,618)	(11,570)	(4,309,354)
Closing balance	**36,447**	**32,264,869**	**12,154**	**4,650,087**

(i) The Share Repurchase Program was approved during the Board of Directors' Meeting held on June 14, 2024 and aims at: (i) fulfilling the exercise of Stock Options resulting from the Share-based payment expense plan (Performance Shares), with the repurchased Shares being held in treasury, sold or canceled, without reducing the Company's share capital; (ii) generating value for shareholders through efficient management of the Company's capital structure; (iii) maximizing the return of shareholders, considering that, in the Company's view, the current value of its shares does not reflect the true value of its assets, coupled with the prospect of profitability and generation of future income; (iv) maintenance of Treasury shares; and/or (v) public or private disposal of Shares, pursuant to applicable regulations. The maximum term for the trading of the Company's own issued shares will be twelve (12) months, starting on June 17, 2024 and ending on June 17, 2025. However, the program was discontinued on January 15, 2025, according to the subsequent event in Note 39.1.

29.2. Capital reserve and granted options

The Company grants share-based remuneration plans to the Group's executives and employees and considered the recognition of the amounts calculated as of the date that they started to dedicate themselves to the Group's operations. Further details are presented in Note 28.

Equity instruments from business combination

Balance constituted due to the acquisitions of Unopar and Anhanguera, resulting from the operations described below:

Unopar: On December 15, 2011, 20% of the acquisition payment (equivalent to R$ 260,000) was made through shares issued by the Company and corresponded to 13,877,460 common shares and 83,264,760 preferred shares, which were issued on September 28, 2012, net, credit of R$ 16,127 referring to the book value of the holding companies that hold a 20% stake of Unopar's share capital; and

Anhanguera: On July 03, 2014, due to the merger of Anhanguera's shares, 135,362,103 common shares of the Company were issued. The difference between the total amount of the acquisition and the amount attributed to the share capital and option plan formed in this merger totaled R$ 5,908,314 and was recorded as a capital reserve “Equity instruments arising from the business combination”.

The Company partially consumed the balances of this item with the absorption of losses for the years in the total amount of loan of R$ 492,879 on December 31, 2023, R$ 528,930 on December 31, 2022, in addition to R$ 1,852,970 considering the years 2020 and 2021.

Equity gain on issue of subsidiary's shares

On July 30, 2020, the subsidiary Vasta Platform Ltda. (“Vasta”) carried out the initial public offering of the business. Vasta's class A shares began to be traded on NASDAQ on July 31, 2020, and were settled on August 04, 2020. The reflections of the costs of this issue were recorded by the Company against Capital Reserve, totaling a credit of R$ 109,677. During FY 2022, 256,036 new class “A” shares were issued for the exercise of LTI, which required the recording of a net equity adjustment of R$ 711,794 reflecting the equity appreciation that occurred at Vasta. In the years 2021, 2023 and 2024, there was a credit record of impacts of R$ 18,536, R$ 30,747 and R$ 17,349, respectively, from the class “A” share repurchase program carried out by the Subsidiary Vasta Platform Ltda.

The other changes add up to R$ 192,567, consisting of reserves from grants, gain or loss of treasury shares, among others. Capital reserves are consumed by accumulated losses. And these are the main changes, the balance of all capital reserve accounts for the period ended December 31, 2024, is R$ 4,000,628 (R$ 4,009,933 as of December 31, 2023).

29.3. Profit reserves

29.3.1. Legal reserve

Formed at the basis of 5% of net income for the year, and limited to 20% of share capital, as set forth by the corporation law, the purpose of the legal reserve is to guarantee that the share capital is paid up and it is used solely to offset accumulated losses or increase capital. In the year ended December 31, 2024, the balance of R$ 43,994 (R$ - as of December 31, 2023) was allocated.

29.3.2. Unrealized profit reserve

This reserve is formed by allocating a portion of the current year's income, reducing the amount of the mandatory dividend distribution, with the purpose of not distributing dividends on the portion of profits not yet financially realized by the Company linked to the share of (loss) profit of equity-accounted investees of the direct subsidiary Vasta. In the year ended December 31, 2024, the balance of R$ 88,147 (R$ - as of December 31, 2023) was allocated.

The share of (loss) profit of equity-accounted investees absorbed on the unrealized results of subsidiaries will be realized as they are realized in the subsidiaries and the dividends distributed to the individual.

Unrealized profit reserves are dividends that will be distributed to the Company's shareholders when realized and will be added to the minimum mandatory dividends for the year.

29.3.3. Minimum mandatory dividends

In the year ended December 31, 2024, the Company's Management approved *ad referendum* the allocation of R$ 120,822 (R$ - on December 31, 2023). See Note 28.

29.3.4. Reserve for investment and expansion

This statutory reserve refers to Article 194 of the Corporate Law and is intended to record a portion of the net income for the year for investment and expansion operations by the Company and its subsidiaries, according to the investment plan approved by the Board of Directors, respecting the statutory limit of up to 75% of the adjusted net profit for the year. In the year ended December 31, 2024, the balance of R$ 626,908 (R$ - as of December 31, 2023) was allocated.

29.3.5. Non-controlling interest

Because of the IPO of the direct subsidiary Vasta Platform Ltd. ("Vasta") in July 2020, the Company reduced its interest in the shareholders' equity from 100% to 77.62%.

In the year ended December 31, 2022, there was a reduction in this percentage, from 77.62%, to 77%, due to the settlement of tranches of the share-based remuneration plan (RSU-Vasta), implying in the issue of Vasta shares for delivery to the beneficiaries who, therefore, became minority shareholders. Such event resulted in the loss of interest in the amount of R$ 28,523, recognized under non-controlling interests in shareholders' equity, with a contra entry to capital reserves in Cogna.

Based on this information, the amount related to the control of non-controlling shareholders as of December 31, 2024 totaled R$ 1,149,459 (R$ 1,040,885 as of December 31, 2023).

30. Share-based remuneration plans

30.1. Performance Shares Plan – PSU

30.1.1. 2021 PSU plan

On April 28, 2021, the Extraordinary General Meeting approved the creation of the Stock Option Plan ("2021 Performance Shares Plan"), and the consequent granting of authorization to the Board of Directors and the People and Governance Committee of the Company for them to adopt all the necessary measures for its implementation and execution.

Options, including those arising from migration, may be granted up to a maximum limit of 2% of the Company's total share capital on the date of approval of this Plan. If any Option is terminated or canceled and was not fully exercised, Shares linked to such Options will again be available for future granting of Options.

The purpose of the Plan is to allow Grantees to receive Options that will give them the right, subject to certain performance conditions, to acquire and subscribe Shares with a view to: (a) stimulate the expansion, success, and achievement of the Company's social objectives and results, aligning the financial benefit to be obtained by the Grantee regarding the Annual Targets as applicable; (b) align the interests of the Grantees to the Company's shareholders; (c) enable the Company to maintain the beneficiaries of the Plan linked to it or to the Subsidiaries, Grantees; and (d) encourage the creation of long-term value to the Company.

The managers and employees of the Company or its Subsidiaries who are considered key executives may be elected as grantees, being subject to the approval by the Committee.

The fair value of options granted is measured at the market price of the Company's shares on the grant date and the Strike Price of the Options granted will be R$ 0.01 per Share. All the Options Granted in each contract are segregated in a period of four (4) years, being granted 25% per annum of the total Options, with a grace period of twelve (12) months in relation to each grant.

The Company may issue new shares within the authorized capital limit or sell treasury shares to fulfill the exercise of the options granted.

30.1.2. 2023 PSU plan

On April 28, 2023, the Extraordinary General Meeting approved the creation of a new Share-based payment expense plan ("2023 Performance Shares Plan"), which aims to allow the managers and/or employees of the Company or its subsidiaries elected by the Board of Directors or by the Personnel and ESG Committee to receive options to purchase shares issued by the Company that will give them the right to acquire or subscribe for common, registered, book-entry shares with no par value.

The options granted will be of two different types: "Extraordinary Bonus Options" and "Performance Options", which differ by (i) the respective grace periods, (ii) by the Grantees who will be beneficiaries and (iii) by the possibility of adjusting the number of options that may actually be exercised by the Grantee based on the Company's financial performance, verifying the degree of achievement of certain annual financial targets, to be defined by the Board of Directors, based on the Company's Recurring EBITDA and Operating Cash Generation (OCG) for each of the years 2025, 2026 and 2027.

In thousands of reais, unless otherwise indicated

The Options granted under the terms of the Plan will grant rights to acquire or subscribe to, and receive, Shares in a total amount corresponding to up to 2% of the Company's total share capital on the date of approval of this Plan (maximum dilution limit of the share capital as a result of the Plan), already considering the maximum increase in the number of Options resulting from the achievement of the multiplication factors provided for in the Annual Financial Targets Clause. The total number of Shares issued or likely to be issued pursuant to the Plan must always follow the Company's authorized capital limit. If any Option is terminated or canceled and was not fully exercised, Shares linked to such Options will again be available for future granting of Options.

The table below shows the changes made in the year ended December 31, 2024:

Grants	12/31/2023	Options granted	Options cancelled	Options settled	12/31/2024
Contracts migrated from 2021 RSU to PSU (i)	513,361	-	(14,944)	(172,797)	325,620
2021 PSU Grants	13,595,298	2,753,984	(471,086)	(7,867,569)	8,010,627
2023 PSU Grants	22,914,915	3,757,637	(2,444,242)	-	24,228,310
Total	**37,023,574**	**6,511,621**	**(2,930,272)**	**(8,040,366)**	**32,564,557**

(i) The contracts in force on 04/30/2021 of the Cogna 2018 Restricted Shares Plan (RSU) of beneficiaries allocated in the business areas named Cogna, Platos or Kroton were partially migrated to the new Performance Shares Plan (PSU). The number of shares canceled in RSU and granted in PSU was calculated based on the remaining vesting period of each contract on the migration date of 05/01/2021.

The Company recognized expenses related to the granting of the Performance Share Plans (PSU2021 and PSU2023) in the amount of R$ 23,298 in the period ended December 31, 2024, as a contra entry to capital reserves under shareholders' equity (R$ 21,625 as of December 31, 2023). Furthermore, the amount of R$ 2,512 in the period ended December 31, 2024 (R$ 13,661 as of December 31, 2023) a reversal was recognized as personnel expenses with charges, net of restatement at the share price on the closing date of the period.

30.2. Restricted stock option plans - VASTA

On July 31, 2020, Cogna Educação S.A., the sole shareholder of Vasta Platform Limited at the time, approved the creation of the Restricted Stock Plan of its subsidiary Vasta to increase the involvement of eligible beneficiaries in the creation of value and profitability of the subsidiary, as well as encouraging them to make significant contributions to the long-term performance and growth of Vasta Platform Limited.

Rights were granted to employees and executives to receive Vasta Platform's Class A shares limited to 3% of the total shares of Vasta, which correspond to 2,490,348 shares.

Vasta has granted restricted stock award contracts to the beneficiary allocated in up to five different annual tranches, the acquisition of which will be subject to the continued employment of the beneficiary in the Company or to an applicable member of the Company's Group. Each tranche will be settled according to the vesting schedule defined by the Board of Directors in the contracts awarded. The fair value of the restricted shares granted is measured at the market price of subsidiary Vasta's shares on the grant date and the restricted shares will be granted on a non-interest-bearing basis to the participants, through the transfer of shares held in treasury or upon the issue of new shares.

The table below shows the changes made in the year ended December 31, 2024:

In thousands of reais, unless otherwise indicated

	Number of restricted shares				
PLANS	**12/31/2023**	**Restricted shares granted**	**Restricted shares canceled**	**Restricted shares settled**	**12/31/2024**
Vasta Plan	603,801	-	(40,059)	(220,071)	343,671
Total	**603,801**	**-**	**(40,059)**	**(220,071)**	**343,671**

In the year ended December 31, 2024, the Company recognized the amount of R$ 4,181 related to expenses with grants under the Vasta's Restricted Stock Plan (R$ 13,128 as of December 31, 2023). Additionally, the amount of R$ 102 was recognized as personnel expenses with charges and the updating of the accumulated balances of charges by the closing price of Vasta's share with a balancing entry in the provision for charges in Liabilities (R$ 3,565 as of December 31, 2023), net of restatement for the closing price of Vasta's share.

30.3. 2023 Vasta PSU Plan

At a meeting of the Board of Directors of Vasta Platform Limited, held on August 09, 2023, a new long-term incentive (LTI) plan was approved based on the model of the "2023 Performance Shares Plan" adopted by Cogna, with granting in 2023 and vesting in 2026, 2027, and 2028, and dilution of 1.75% in Vasta shares.

	Quantity of options				
PLANS	**12/31/2023**	**Options granted**	**Options settled**	**Options cancelled**	**12/31/2024**
2023 Vasta PSU Plan	991,052	24,998	(121,604)	(162,254)	732,192
TOTAL	**991,052**	**24,998**	**(121,604)**	**(162,254)**	**732,192**

The Company recognized R$ 6,404 related to expenses with grants under the 2023 PSU Vasta Plan as of December 31, 2024 (R$ 2,033 as of December 31, 2023). In addition, R$ 787 was recognized as personnel expenses with charges and the updating of the accumulated balances of charges by the closing price of Vasta's share, with a balancing entry in the provision for charges in Liabilities as of December 31, 2024 (R$1,161 as of December 31, 2023).

31. Related parties

31.1. Related party transactions

The main transactions contracted by the Company and its subsidiaries with related parties for the year ended December 31, 2024 are presented below:

In thousands of reais, unless otherwise indicated

Bonds receivable from related parties:

						Individual
Related party	**12/31/2023**	**Addition**	**Interest**	**Interest payment**	**Payment of principal**	**12/31/2024**
Somos Sistemas (i)	263,722	495,726	64,093	(61,536)	-	762,005
EDE(ii)	665,424	-	39,459	(53,267)	(548,948)	102,668
Somos Idiomas(iii)	115,093	-	17,013	-	-	132,106
	1,044,239	**495,726**	**120,565**	**(114,803)**	**(548,948)**	**996,779**
Current assets	57,942					499,258
Non-current assets	986,297					497,521
	1,044,239					**996,779**

(i) Cogna sent funds to its subsidiary Somos Sistemas: on September 28, 2022 through the 9th issue of simple bonds, in the amount of R$ 250,000, remunerated at CDI (Interbank Deposit Certificate) rate + 2.40% p.a. with final maturity on September 28, 2025 and; on June 27, 2024, upon intake and 12th issue of simple bonds, in two series, totaling R$ 500,000 under the issue cost of R$ 3,975, remunerated at the Interbank Deposit Certificate rate + 1.35% and 1.60% p.a., respectively, with final maturity on May 15, 2029;

(ii) In April 2019, Cogna transferred the amounts that were raised through its first issue of bonds, which took place on April 15, 2019, to subsidiary EDE in the amount of R$ 800,000, remunerated at the CDI (Interbank Deposit Certificate) + 0.65% p.a., with final maturity on December 31, 2025; and

(iii) On March 25, 2022, Cogna remitted funds to the subsidiary Somos Idiomas through the 1st issue of simple bonds, in the amount of R$ 150,000, remunerated at the CDI (Interbank Deposit Certificate) rate + 3.57% p.a., and with final maturity on December 31, 2025.

Related parties – other (Assets):

		Individual
	12/31/2024	**12/31/2023**
Apportionment of corporate expenses (i)	8,262	6,288
Indemnity agreement Saber (ii)	123,994	189,397
Amounts assigned to subsidiaries - loan (iii)	53,354	128,333
Interest on own capital receivable	-	48,342
Dividends receivable (iv)	217,587	-
	403,197	**372,360**
Current assets	279,203	244,027
Non-current assets	123,994	128,333
	403,197	**372,360**

(i) Refers to balances receivable from the apportionment of corporate expenses carried out between Cogna Group's companies, charged via debit note. The amount recognized in profit (loss) related to this operation as of December 31, 2024 was R$ 29,329 of revenue (R$ 30,757 as of December 31, 2023).

(ii) Amounts receivable from the guarantee contract between Cogna and Saber related to contingent liabilities assumed by means of corporate reorganization signed on December 31, 2019 total R$ 149,600, updated by the IPCA rate. On December 31, 2024, the restated balance after write-offs and restatements and inflation adjustments was R$ 123,994 (R$ 189,397, on December 31, 2023).

(iii) In order to better allocate capital among the Group's subsidiaries, the Company made cash transfers to its subsidiaries against capital increases or loan agreements, depending on an analysis by each company. For this purpose, loan agreements maturing in December 2025 were entered into considering the remuneration of CDI+3.57% p.a. Tax on Financial Transactions (IOF) is not levied on these operations, because of Decree 10.504/2020, approved by the Government, which defined a zero rate for the tax on credit operations. The balances receivable per subsidiary are shown below:

In thousands of reais, unless otherwise indicated

				Individual
Subsidiary	**12/31/2023**	**Interest**	**Amortization**	**12/31/2024**
Pses	46,457	6,897	-	53,354
EDE	81,876	3,324	(85,200)	-
	128,333	**10,221**	**(85,200)**	**53,354**

(iv) Dividends receivable from subsidiaries Saber, EDE and PSES.

Related parties – other (Liabilities):

		Individual
	12/31/2024	**12/31/2023**
Indemnity agreement Saber [(i)]	150,326	203,942
Prepayment of dividends	5,925	5,415
	156,251	**209,357**
Current liabilities	5,925	209,357
Non-current liabilities	150,326	-
	156,251	**209,357**

(i) Substantially related to accounts payable resulting from indemnity contracts with Somos Sistemas. The reduction in the year is related to the reversal of provisions linked to tax contingencies and, consequently, a reduction in the amount of indemnity.

Other operations:

(i) A Donation Agreement with Charge was signed between Cogna Educação S.A. and Fundação Pitágoras, seeking to comply with the social and institutional purposes of the Foundation. The former Chairman of the Board of Directors and the Members of the Company's Board of Directors are part of the Foundation's Board of Trustees. The total amount was R$ 1,587, paid during 2024 (R$ 1,025 as of December 31, 2023).

(ii) On January 4, 2020, Anhanguera Educacional Participações S/A and Fundação Manoel de Barros entered into an Agreement for Technical, Scientific and Cultural Cooperation with a Donation with Charge, seeking to comply with the social and institutional purposes of the Foundation. The Members of the Board of Trustees, Board of Directors and Fiscal Council of Fundação Manoel de Barros are Executives of the Company. Reimbursement of R$ 150 related to this contract was carried out in 2024 (R$ 150 as of December 31, 2023).

In thousands of reais, unless otherwise indicated

(iii) Lease agreements were signed for non-residential properties intended for university operations of the subsidiary EDE, leased from Vertia Empreendimentos Imobiliários Ltda., a company controlled by a shareholder and former member of the Company's Board of Directors and current member of the Company's Founders' Committee, also having as shareholder the current president of the Company's Board of Directors. On July 10, 2019, the Company renewed the lease term for an additional period of 10 years, starting on January 01, 2020. The amounts paid monthly for these agreements total R$ 3,225. The readjustment index is IPCA (R$ 2,852 as of December 31, 2023).

(iv) Lease agreements were signed for non-residential properties intended for university operations of UNOPAR's University Campus, in the city of Londrina-PR, leased from Creare Administração de Bens Móveis e Imóveis Ltda., a company controlled by shareholders and former members of the Board of Directors. The agreements are valid for 20 years commencing on January 01, 2012. The amount paid monthly by the subsidiary EDE for these agreements totals R$ 1,572 (R$ 1,564 as of December 31, 2023).

(v) On July 18, 2023, we entered into a service agreement with Educa Mais Brasil Programas Educacionais Ltda. ("Instituto Educar"), for the purpose of providing services to transform leads into potential students enrolled in higher education, graduate programs, and other non-degree-based courses offered by the Company. The Agreement is valid for a period of 12 (twelve) months, starting on the date of its signing, and may be terminated and/or rescinded by either Party, at any time, with at least 30 days advance notice. The controller of Instituto Educar is a first-degree relative of a member of the founders committee and current chairman of the Board of Directors, and is a shareholder of the Company. Instituto Educar is remunerated according to the students who actually enroll (success fee), pursuant to the terms and conditions set forth in the Agreement. In 2024, the disbursed amount was R$ 17. In 2023 there was no disbursement related to this Agreement.

(vi) A Donation Agreement with Charge was signed between Somos Sistemas de Ensino S/A. and Instituto Somos Educação, with the purpose of fulfilling the Institute's social and institutional objectives. Some of the Company's executives also sit on the Institute's board of directors. Donations were made to Instituto Somos, totaling R$ 1,178, paid on four different dates during the year 2024 (R$ 0 on December 31, 2023).

31.2. Remuneration of key management personnel

Key management personnel includes the members of the Board of Directors and Tax Council, president, the vice-presidents and statutory directors.

		Consolidated
	12/31/2024	**12/31/2023**
Salaries	12,593	13,528
Benefits	510	502
Charges	4,155	4,806
Variable remuneration	8,375	10,198
Stock option plan and restricted shares	11,520	20,162
	37,153	**49,196**

In thousands of reais, unless otherwise indicated

32. Insurance coverage

The Company has a risk management program aiming to delimit risks, seeking coverage compatible with its size and operation in the market. Coverages were contracted at the amount indicated below, to cover possible claims, considering its activity nature, risks involved in its operations and the opinion of insurance advisors.

On December 31, 2024, the Company and its subsidiaries presented the following main insurance policies contracted from third parties:

		Consolidated
	12/31/2024	**12/31/2023**
Property, plant and equipment	353,000	353,000
General civil liability and executives	230,057	228,422
Vehicles	4,412	2,683
	587,469	**584,105**

33. Net revenue from sales and services

					12/31/2024
	Kroton	**Vasta**	**Saber**	**Elimination**	**Consolidated**
Gross revenue from sales and services	5,531,480	88,024	94,939	(9,663)	5,704,780
Gross sales of goods	114,381	1,716,839	675,477	(77,796)	2,428,901
Gross revenue from royalties	-	-	12,926	-	12,926
Deductions from gross revenue					
Taxes	(131,888)	(11,975)	(9,970)	-	(153,833)
ProUni	(968,506)	-	-	-	(968,506)
Discounts and returns	(489,067)	(118,697)	(25,921)	10	(633,675)
Net revenue	**4,056,400**	**1,674,191**	**747,451**	**(87,449)**	**6,390,593**

					12/31/2023
	Kroton	**Vasta**	**Saber**	**Elimination**	**Consolidated**
Gross revenue from sales and services	5,044,970	51,313	79,246	-	5,175,529
Gross sales of goods	104,176	1,676,781	695,515	(39,242)	2,437,230
Gross revenue from royalties	-	-	11,903	-	11,903
Deductions from gross revenue					
Taxes	(109,397)	(9,440)	(7,035)	-	(125,872)
ProUni	(893,440)	-	-	-	(893,440)
Discounts and returns	(505,739)	(232,381)	(52,432)	-	(790,552)
Net revenue	**3,640,570**	**1,486,273**	**727,197**	**(39,242)**	**5,814,798**

In thousands of reais, unless otherwise indicated

34. Costs and Expenses by Nature

	Individual		Consolidated	
	12/31/2024	**12/31/2023**	**12/31/2024**	**12/31/2023**
Salaries and social charges (i)	(23,657)	(28,102)	(1,782,719)	(1,726,333)
Impairment losses on trade receivables (i)	-	-	(575,612)	(446,445)
Depreciation and amortization	(354)	(339)	(438,765)	(443,745)
Advertising (i)	(184)	(215)	(467,460)	(342,289)
Freight	-	-	(50,862)	(63,536)
Sales	-	-	(95,457)	(79,884)
Cost of sales books (i)	-	-	(132,560)	(135,220)
Costs of paper	-	-	(244,001)	(238,524)
Amortization of intangible assets generated in business combinations	-	(1,838)	(237,799)	(237,490)
Utilities, cleaning and security (i)	(1,967)	(1,169)	(339,504)	(313,087)
Depreciation - IFRS 16	-	-	(231,031)	(223,814)
Consulting and advisory (i)	(36)	-	(225,762)	(328,181)
Other revenues (expenses), net of property, plant and equipment (i)	-	-	(6,539)	20,670
Other general expenses (i)	(3,528)	(2,429)	(165,467)	(197,564)
Charges of apportionment of corporate expenses	29,329	30,757	-	-
Price adjustment to accounts payable for acquisition	-	-	(15,748)	(59,388)
Copyright	-	-	(138,499)	(149,043)
Rent and Common Charges	-	-	(37,367)	(50,829)
Editorial costs	-	-	(63,085)	(103,882)
Traveling (i)	-	(87)	(59,679)	(62,007)
Amortization of digital book	-	-	(18,778)	(11,996)
Contingencies	(803)	698	300,369	128,605
	(1,200)	**(2,724)**	**(5,026,325)**	**(5,063,982)**
Cost of sales and services	-	-	(2,113,100)	(2,109,212)
Commercial expenses	-	-	(768,095)	(702,994)
General and administrative expenses	(1,200)	(2,724)	(1,562,979)	(1,766,613)
Impairment losses on trade receivables	-	-	(575,612)	(446,445)
Other operating revenues	-	-	17,122	35,466
Other operating expenses	-	-	(23,661)	(74,184)
	(1,200)	**(2,724)**	**(5,026,325)**	**(5,063,982)**

(i) Considers the costs and expenses linked to continued operations. The results of discontinued operations are presented in Note 4.

In thousands of reais, unless otherwise indicated

35. Finance result

	Individual		Consolidated	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Finance income				
Interest on monthly payments	-	-	53,685	102,369
Income from interest earning bank deposits and securities (iii)	30,487	27,165	116,883	152,535
Gain with derivative financial instruments	10,205	31,625	10,205	31,625
Interest on trade receivables from sale of subsidiaries	-	-	3,256	4,443
Income receivable	-	-	13,497	14,584
Income on loan agreement receivable of subsidiaries (i)	10,221	24,276	-	-
Other finance income (ii), (iii)	142,424	153,355	50,472	19,560
Reversal of inflation readjustment	9,702	8,505	308,569	63,245
	203,039	**244,926**	**556,567**	**388,361**
Finance costs				
Lease interest (iv)	-	-	(294,375)	(301,489)
Interest and costs from loans and bonds	(470,056)	(493,672)	(584,711)	(679,998)
Loss with derivative financial instruments	(122,229)	(36,829)	(122,229)	(36,829)
Inflation readjustment	(21,548)	(23,563)	(109,918)	(131,514)
Interest on reverse factoring	-	-	(74,880)	(72,642)
Other finance costs (iii)	(4,098)	(6,229)	(22,347)	(23,232)
Update of liabilities for acquisition of subsidiaries	-	-	(8,858)	(13,985)
Bank and collection fees	(609)	(343)	(18,440)	(22,854)
Commercial and tax interest and late-payment interest	(3)	(185)	(9,947)	(9,556)
	(618,543)	**(560,821)**	**(1,245,705)**	**(1,292,099)**
Finance result	**(415,504)**	**(315,895)**	**(689,138)**	**(903,738)**

(i) Related to interest on loan operations carried out by Cogna to its subsidiaries. See Note 31.
(ii) Substantially composed of interest on internal bonds carried out with the subsidiaries EDE, Somos Sistemas and Red Balloon. See Note 31.
(iii) Finance income and costs related to continued operations are considered. The finance result arising from discontinued operations is presented in Note 4.
(iv) Relating to interest on leases, pursuant to the criteria provided for in CPC 06/IFRS 16.

36. Earnings per share

36.1. Basic

The basic earnings per share are calculated by dividing the result attributable to the holders of common shares of the Company by the weighted average number of common shares held by shareholders (excluding those held in treasury) during the year.

	Profit (loss) for the year	
	12/31/2024	12/31/2023
Profit (loss) attributable to the Company's shareholders	879,871	(492,879)
Weighted average number of outstanding common shares	1,871,360	1,871,781
Basic earnings (losses) per common share	**0.47**	**(0.26)**

In thousands of reais, unless otherwise indicated

36.2. Diluted

For dilution purposes, the Company has a stock option plan granted to the beneficiaries, whereby the issue of shares is allowed at the time of the option period. We present below the dilution effect for the years ended December 31, 2024 and 2023, emphasizing that in 2023 there was no dilution effect as it was a loss per share.

	Profit (loss) for the year	
	12/31/2024	**12/31/2023**
Profit (loss) attributable to Company's shareholders	879,871	(492,879)
Weighted average number of outstanding common shares	1,871,360	1,871,781
Potential dilution of common shares (i)	32,565	37,024
Diluted earnings (losses) per common share	**0.46**	**(0.26)**

(i) It considers as dilution the effect of the Performance Share Unit (PSU) Plan in force on December 31, 2023, pursuant to Note 30.1.2.

37. Segment reporting

The company manages its activities in three main operating business segments to differentiate its products offered, as described in Note 2.2 (e). We present below the results of these segmentations for the years ended December 31, 2024 and 2023:

					12/31/2024
	Kroton	**Vasta**	**Saber**	**Elimination**	**Total**
Net revenue	4,056,400	1,674,191	747,451	(87,449)	6,390,593
Cost of sales and services	(1,171,187)	(653,449)	(370,656)	82,192	(2,113,100)
	2,885,213	**1,020,742**	**376,795**	**(5,257)**	**4,277,493**
Operating expenses:					
Commercial expenses	(435,868)	(282,671)	(49,556)	-	(768,095)
General and administrative expenses (i)	(1,257,495)	(364,773)	59,289	-	(1,562,979)
Impairment losses on trade receivables	(515,068)	(53,003)	(7,541)	-	(575,612)
Other (expenses) revenues, net	(6,942)	(7,576)	7,979	-	(6,539)
Share of loss equity-accounted investees	-	(12,300)	-	-	(12,300)
Operating income and before finance result	**669,840**	**300,419**	**386,966**	**(5,257)**	**1,351,968**
Assets	14,418,587	7,308,562	2,473,251	-	24,200,400
Current and non-current liabilities	6,540,879	2,849,931	1,264,455	-	10,655,265

(i) In Saber, the effect of reversals of provisions linked to contingencies inverted the group's balance. For further details, see item 25.2.1.

In thousands of reais, unless otherwise indicated

					12/31/2023
	Kroton	**Vasta**	**Saber**	**Elimination**	**Total**
Net revenue	3,640,570	1,486,273	727,197	(39,242)	5,814,798
Cost of sales and services	(1,130,063)	(570,907)	(447,484)	39,242	(2,109,212)
	2,510,507	**915,366**	**279,713**	**-**	**3,705,586**
Operating expenses:					
Commercial expenses	(397,857)	(246,096)	(59,041)	-	(702,994)
General and administrative expenses	(1,373,023)	(465,523)	71,933	-	(1,766,613)
Impairment losses on trade receivables	(378,654)	(55,771)	(12,020)	-	(446,445)
Other (expenses) revenues, net	(26,060)	(14,385)	1,727	-	(38,718)
Share of loss equity-accounted investees	-	(18,655)	(1)	-	(18,656)
Operating income and before finance result	**334,913**	**114,936**	**282,311**	**-**	**732,160**
Assets	15,158,312	7,403,481	2,574,070	-	25,135,863
Current and non-current liabilities	7,694,622	2,882,690	1,852,272	-	12,429,584

38. Cash flow supplementary information

Statements of cash flows, by the indirect method, are prepared and presented in accordance with the accounting pronouncement CPC 03 (R2) / IAS 7 – Statement of Cash Flows. During the year, the Group carried out additions and cancellations of contracts in lease liabilities, in addition to changes in guarantees linked to operations with former sponsors and offsets of trade receivables and payable in transactions made with other companies, all of them have no cash effect. The aforementioned impacts are as follows:

		Consolidated
Adjustments for:	**12/31/2024**	**12/31/2023**
Property, plant and equipment		
Addition of financial leases (IFRS 16/CPC 06)	243,543	206,622
Write-off of financial leases (IFRS 16/CPC 06)	(30,017)	(183,132)
	213,526	**23,490**
Investments		
Repurchase of treasury shares	(5,998)	-
	(5,998)	**-**
Liabilities assumed in the business combination		
Former sponsor guarantees	(38,806)	127,981
	(38,806)	**127,981**
	168,722	**151,471**

39. Subsequent events

39.1. End of share repurchase program

The Company, following the share repurchase plan approved by Management as of June 14, 2024, repurchased 44,216,191 registered, book-entry common shares with no par value to be held in treasury, considering an average amount of R$ 1.12, which totaled R$ 49,488. With this change, the Company informs that it concluded its share repurchase plan, which had a maturity of twelve months from its approval. The maximum term for the trading of the Company’s own issued shares will be twelve (12) months, starting on June 17, 2024 and ending on June 17, 2025. However, the discontinuation of the program was anticipated to January 15, 2025.

39.2. New share repurchase program

On January 16, 2025, the Company's Board of Directors approved the creation of a new treasury share

repurchase program, aimed to: (i) generating value for shareholders through efficient management of the Company’s capital structure; (ii) maximizing the return of shareholders, considering that, in the Company’s view, the current value of its shares does not reflect the true value of its assets, coupled with the prospect of profitability for generation of future income; (iii) keeping the shares in treasury or canceling them, without reducing the Company’s share capital; and (iv) public or private sale of shares.

The Company may acquire up to 144,221,637 common, registered, book-entry shares, without par value, which will be held in treasury and subsequently they may be canceled or disposed of. The maximum period for carrying out the acquisitions will be 12 months, starting on January 20, 2025 and ending on January 20, 2026.

* * * * *

Roberto Afonso Valério Neto
Chief Executive Officer

Frederico da Cunha Villa
Financial Vice-President
and
Investor Relations Officer

Sergio Helano Araujo Betta Junior
Chief Controlling Officer
CRC RJ-102511/O-5