

FATO RELEVANTE

A **SANTOS BRASIL PARTICIPAÇÕES S.A.** (“**SBPAR**” ou “**Companhia**”), em atendimento às disposições da Resolução da Comissão de Valores Mobiliários (“**CVM**”) nº 44, de 23 de agosto de 2021, conforme alterada, vem informar aos seus acionistas e ao mercado em geral que recebeu, em 28 de setembro de 2024, carta da CEVA Logistics (“**CEVA**”), informando a aquisição de 26.840.000 ações, equivalentes a 3,1% das ações ordinárias da Companhia (“**Ações Adquiridas**”) (**vide Anexo I**).

A CEVA é uma entidade sob controle comum com a CMA Terminals Atlantic S.A., CNPJ/MF 56.951.066/0001-11 (“**CMA Atlantic**”) e CMA Terminals (“**CMA Terminals**”), ambos compradores sob um determinado “*Contrato de Compra e Venda de Ações e Outras Avenças*” (“**Contrato**”) (conforme divulgado pela Companhia, via Fato Relevante, em 22 setembro de 2024) referente a (i) 214.991.864 ações ordinárias da Companhia, e (ii) 39.779.406 Global Depositary Receipts – GDRs que possuem, como títulos subjacentes, 198.897.030 ações ordinárias da Companhia.

CEVA, CMA Atlantic e CMA Terminals são todas entidades controladas pela CMA CGM, uma empresa francesa inscrita no registro comercial e empresarial de Marselha (França) sob o número 562 024 422, com sede em 4 Boulevard Jacques Saade, Quai Arenc 13002 Marselha (“**CMA CGM**”).

Ao fechar a transação prevista no Contrato (que está sujeita a determinadas condições previamente divulgadas no Fato Relevante de 22 de setembro de 2024), as Ações Adquiridas e as ações a serem adquiridas no âmbito do Contrato, representarão a equivalência de 51% do Capital Social da Companhia.

Para fins do artigo 12 da Resolução CVM nº 44, de 23 de agosto de 2021, a CEVA, CMA Atlantic e a CMA Terminals informam:

- (i) Ao fechar a transação prevista no Contrato, as entidades controladas pela CMA CGM serão titulares de ações (e/ou GDRs) representativas da maioria do capital social da Companhia (considerando o atual capital social). Além das Ações Adquiridas e das ações a serem adquiridas no fechamento da transação prevista no Contrato, conforme divulgado no Fato Relevante de 22 de setembro de 2024, será apresentada pela CMA Atlantic e/ou CMA Terminals, uma Oferta Pública de Aquisição de Ações nos termos do artigo 254-A da Lei nº. 6.404/76 e artigo 37 do Novo Mercado.
- (ii) além do Contrato, nenhum acordo ou contrato regulando o exercício do direito de voto ou a compra e venda de valores mobiliários de emissão da Companhia foram realizadas pela CEVA, CMA Atlantic e/ou CMA Terminals.
- (iii) Para evitar dúvidas, a CEVA garante que nenhum direito de voto associado às ações adquiridas será exercido além do permitido pela lei aplicável até as aprovações antitruste e regulatórias necessárias.

A Companhia manterá seus acionistas e o mercado em geral informados sobre quaisquer atualizações relevantes em relação aos assuntos aqui tratados por meio de seus canais habituais de divulgação de informações periódicas e eventuais, que também podem ser obtidas por meio da página de Relações com Investidores, do website da Companhia (<http://ri.santosbrasil.com.br/>), do website da CVM (<http://www.cvm.gov.br/>) e do website da B3 (<http://www.b3.com.br/>).

São Paulo, 30 de setembro de 2024.

SANTOS BRASIL PARTICIPAÇÕES S.A.

DANIEL PEDREIRA DOREA

Diretor Econômico-Financeiro
e de Relações com Investidores

ANEXO I

[Este anexo inicia-se na próxima página]

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SANTOS BRASIL PARTICIPAÇÕES S/A

Rua Joaquim Floriano, 413, 10º andar

Itaim Bibi – São Paulo (SP)

CEP: 04534-011

Attn.: Sr. Daniel Pedreira Dorea

Investors Relations Officer

Tel.: 55 (11) 3279-3279

Email: dri@santosbrasil.com.br

September 28, 2024

Disclosure of Material Equity Holding

Dear Sir,

- 1 The undersigned CEVA Logistics Ltda., CNPJ/MF 43.854.116/0001-09 ("**CEVA**"), hereby informs that it has acquired 26.840.000 common shares issued by Santos Brasil Participações S/A ("**Company**"), representing 3,1% of the total and outstanding capital stock of the Company ("**Acquired Shares**").
- 2 CEVA is an entity under common control with CMA Terminals Atlantic S.A., CNPJ/MF 56.951.066/0001-11 ("**CMA Atlantic**") and CMA Terminals ("**CMA Terminals**"), both buyers under a certain share purchase agreement (as disclosed by the Company on September 22nd, 2024) related to (i) 214.991.864 common shares of the Company, and (ii) 39.779,406 Global Depositary Receipts – GDRs which have, as underlying securities, 198.897.030 common shares of the Company (respectively "**SPA**" and "**SPA Shares**").
- 3 CEVA, CMA Atlantic and CMA Terminals are all entities controlled by CMA CGM, a French limited liability company (société anonyme), registered with the trade and company register of Marseilles (France) under number 562 024 422, having its registered office at 4 Boulevard Jacques Saade, Quai Arenc 13002 Marseilles ("**CMA CGM**").
- 4 Upon closing of the transaction provided in the SPA (which is subject to certain conditions precedent as disclosed in the aforementioned September 22nd, 2024 material fact), the Acquired Shares and the SPA Shares will represent, in aggregate, 51% of the current outstanding capital stock of the Company.
- 5 For the purposes of article 12 of the Brazilian Securities Commission (CVM) Resolution No. 44, of August 23, 2021, CEVA, CMA Atlantic and CMA Terminals hereby request the Company's Investors Relations Officer to disclose the following information to CVM and to the relevant authorities:
 - (i) Upon closing of the transaction provided in the SPA, entities controlled by CMA CGM will be the holders of shares (and/or GDRs) representing the majority of the Company's capital stock (considering the current outstanding capital stock of the Company). Further to the Acquired Shares and the SPA, upon closing of the transaction provided in the SPA and also as disclosed in the aforementioned September 22nd, 2024 material fact, a tender offer for acquisition of Company's shares, under the terms of art. 254-A of Law no. 6,404/76 and art. 37 of the Novo Mercado, will be presented by CMA Atlantic and/or CMA Terminals;

- (ii) other than the SPA, no agreement or contract regulating the exercise of voting right or the purchase and sale of securities issued by the Company were executed by CEVA, CMA Atlantic and/or CMA Terminals.
- (iii) For avoidance of doubt, no voting rights associated with the Acquired Shares will be exercised by CEVA in excess to what is permitted under applicable law until the required antitrust and regulatory approvals are secured.

6 Please do not hesitate to contact us with any further question or comment on the above.

Yours faithfully,

CEVA Logistics Ltda.

CMA Terminals Atlantic S.A.

CMA Terminals

MATERIAL FACT

SANTOS BRASIL PARTICIPAÇÕES S.A. (“SBPAR” or “Company”), in compliance with the provisions of the Brazilian Securities and Exchange Commission (“**CVM**”) Resolution No. 44, of August 23, 2021, as amended, hereby informs its shareholders and the market in general that it received, on September 28th, 2024, letter from CEVA Logistics (“**CEVA**”), informing the acquisition of 26,840,000 shares, equivalent to 3.1% of the Company's common shares (“**Acquired Shares**”) (**as Attached I**).

CEVA is an entity under common control with CMA Terminals Atlantic S.A., (“**CMA Atlantic**”) CNPJ/MF 56.951.066/0001-11 and CMA Terminals (“**CMA Terminals**”), both buyers under a certain Share Purchase Agreement (“**SPA**”) (as disclosed by the Company, via Material Fact, on September 22nd, 2024) related to (i) 214.991.864 common shares of the Company, and (ii) 39.779,406 Global Depositary Receipts – GDRs which have, as underlying securities, 198.897.030 common shares of the Company.

CEVA, CMA Atlantic and CMA Terminals are all entities controlled by CMA CGM, a French limited liability company, registered with the trade and company register of Marseilles (France) under number 562 024 422, having its registered office at 4 Boulevard Jacques Saade, Quai Arenc 13002 Marseilles (“**CMA CGM**”).

Upon closing of the transaction provided in the SPA (which is subject to certain conditions precedent as disclosed in the aforementioned September 22nd, 2024 material fact), the Acquired Shares and the SPA Shares will represent, in aggregate, 51% of the current capital stock of the Company.

For the purposes of article 12 of the Brazilian Securities Commission (CVM) Resolution No. 44, of August 23, 2021, CEVA, CMA Atlantic and CMA Terminals hereby disclose the following information:

- (i) Upon closing of the transaction provided in the SPA, entities controlled by CMA CGM will be the holders of shares (and/or GDRs) representing the majority of

the Company's capital stock (considering the current outstanding capital stock of the Company). Further to the Acquired Shares and the SPA, upon closing of the transaction provided in the SPA and also as disclosed in the aforementioned September 22nd, 2024, material fact, a tender offer for acquisition of Company's shares, under the terms of art. 254-A of Law no. 6,404/76 and art. 37 of the Novo Mercado, will be presented by CMA Atlantic and/or CMA Terminals;

- (ii) other than the SPA, no agreement or contract regulating the exercise of voting right or the purchase and sale of securities issued by the Company were executed by CEVA, CMA Atlantic and/or CMA Terminals.
- (iii) For avoidance of doubt, no voting rights associated with the Acquired Shares will be exercised by CEVA in excess to what is permitted under applicable law until the required antitrust and regulatory approvals are secured.

The Company will keep its shareholders and the market in general informed of any relevant updates in relation to the matters dealt with herein through its usual channels for the disclosure of periodic and occasional information, which can also be obtained through the Investor Relations page, the Company's website (<http://ri.santosbrasil.com.br/>), the CVM website (<http://www.cvm.gov.br/>) and the B3 website (<http://www.b3.com.br/>).

São Paulo, September 30th, 2024.

SANTOS BRASIL PARTICIPAÇÕES S.A.

DANIEL PEDREIRA DOREA

Chief Financial and Investor Relations Officer

ATTACHED I

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Yours faithfully,

CEVA Logistics Ltda.

CMA Terminals Atlantic S.A.

CMA Terminals