



TC S.A.
CNPJ/ME No. 26.345.998/0001-50
NIRE No. 35.300.566.521

Material Fact

Sale of Equity Interest in Arko Advice Pesquisas LTDA.

TC S.A. (“TC” or “Company”), in compliance with the applicable laws and regulations, especially CVM Resolution No. 44 and Article 157, paragraph 4, of Law No. 6,404/76, hereby informs its shareholders and the market in general of the sale of the total equity interest held by the Company in ARKO ADVICE PESQUISAS LTDA. (“Arko Advice”), representing approximately 20% (twenty percent) of Arko Advice’s share capital.

The sale price related to the transaction is R\$ 3,000,000.00 (three million reais) (“Sale Price”), which shall be paid as follows: (i) the amount of R\$ 1,000,000.00 (one million reais) upfront by May 11, 2026; and (ii) the remaining balance of R\$ 2,000,000.00 (two million reais) in 6 (six) monthly and successive installments of R\$ 333,333.33 (three hundred thirty-three thousand, three hundred thirty-three reais and thirty-three cents) each, with the first installment due on June 4, 2026, and the remaining installments due on the same day of the following months, adjusted by the positive variation of the Consumer Price Index (“IPCA”), calculated from the present date until the effective payment date.

The Company further clarifies that it maintains its 15% (fifteen percent) interest in Arko Digital, in which it identifies relevant synergies with the Company’s strategic business units.

As previously disclosed to the market, the Company understands that this movement is aligned with its plan to simplify its structure and concentrate efforts on highly scalable business units, with greater revenue predictability and cash generation capacity, aiming at financial balance and long-term value creation for its shareholders.

The Company will keep the market duly informed of any additional relevant developments related to the matters addressed herein.

São Paulo/SP, May 7, 2026

Pedro Geraldo Bernardo de Albuquerque Filho
Chief Executive Officer and Investor Relations Officer