



MRV&CO



Financial Statements 2024

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ESG

The ESG agenda of MRV&Co is a strategic initiative that reflects the company's commitment to the principles of **Environmental Sustainability, Social Responsibility, and Corporate Governance**. The company has adopted practices to integrate ESG into its business operations, contributing to a positive impact on the real estate sector and the communities in which it operates. Referenced by the 2030 Agenda and the UN Sustainable Development Goals, we mobilize resources, assets and ideas that involve all levels and areas in MRV&Co Group.

MRV Vision 2030 aligns with various public commitments that demonstrate its engagement and dedication to the sustainable development agenda, strengthening the necessary collaborations to achieve even more. Some of these commitments include:

- UN Global Compact, including being ambassadors for SDG 11 - Sustainable Cities and Communities
- 100% Transparência Movement
- Net Zero Movement
- + Water Movement
- Science Based Targets Initiative (SBTi)
- ODS Ambitions
- Liderança com ImPacto

Additionally, **the company has been part of the Corporate Sustainability Index (ISE B3) for 9 consecutive years**, which evaluates the performance of large companies listed on **B3** and their ESG practices.

CIDADE SETE SÓIS: MRV's Smart City

In 2023, MRV&Co developed an innovative and unprecedented product, consolidating a concept that integrates various aspects of sustainability in a project designed to meet the needs of Company's public. Cidade Sete Sóis is a project based on **seven pillars** that represent the best and most relevant practices in sustainability, life quality, housing and urbanism, shaping planned neighborhoods that redefine housing.

The seven pillars:

- **Live green:** Living a daily life integrated with nature.
- **Safety:** Coming, going and being safe.
- **Urban development:** Planning evolution with balance and efficiency.
- **Mobility and accessibility:** Walk and cycle to get where you want to go.
- **Conveniences:** The convenience of having everything close to home.
- **Good neighborliness:** Choosing to rescue the value of collectivity.
- **Technology:** Combining life quality with rational use of resources.



GOVERNANCE

Governance in MRV&Co Group is based on solid values that are widely disseminated at different levels throughout the organization. Values that determine attitudes, that guide businesses and that guide balanced, humane and fair relationships, in order to grow with sustainability.

GRC&P ANNUAL REPORT



The Governance, Risk, Compliance and Privacy Board of MRV&Co has developed a new GRC&P report over the past year, consolidating the Company’s strategic vision, key implemented actions, and achieve results. The document details initiatives focused on risk management, regulatory compliance, and strengthening corporate governance, promoting greater transparency and efficiency in processes.

As a result, the company has made progress in risk mitigation, enhancement of internal controls, and compliance with regulatory requirements, reinforcing its market position.

To access the full report, [click here](#).

100% TRANSPARENCY MOVEMENT

The 100% Transparency Movement is the first initiative to foster corporate transparency in Brazil, mobilizing companies to fight against corruption in order to achieve the SDG’s of the 2030 agenda.

MRV was a pioneer in joining and since 2022 it has been an ambassador of the Movement, assuming a position of reference: **more than acting, we inspire leaders and companies in positive and effective practices** and reinforce our commitment to the agenda of promoting integrity and the partnership with the Brazil Global Compact Network of the United Nations (UN).



SOCIAL

The MRV&Co Group has consolidated a significant trajectory in social responsibility. Despite the challenges that still arise, the organization has achieved a more mature and ambitious vision, with a broader scope of its goals and a solid and efficient structure for conducting its initiatives.

Currently, MRV&Co promotes **a series of affirmative programs, in addition to targeted training, access and incentive actions**, reinforcing its commitment to sustainable development and social inclusion.

MRV INSTITUTE



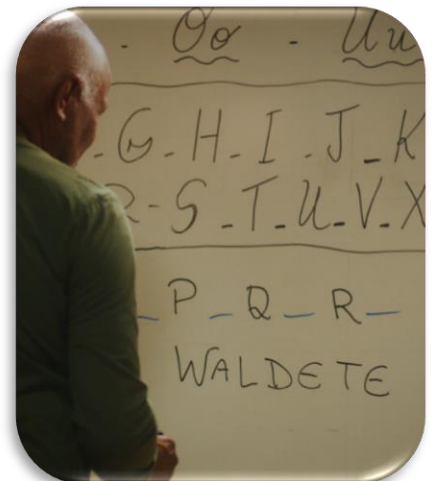
Since 2014, the MRV Institute has been driven by the power of education and inspired by the dreams of our future makers: children and young people who want to live in a better world. During this time, more than 2.8 million lives have been impacted, directly and indirectly, by the initiatives promoted by the Institute.

The strong connection between the Institute, the MRV brand and social responsibility materializes the effective integration of sustainability into MRV&Co's goals.

ESCOLA NOTA 10 PROGRAM

The Escola Nota 10 program brings literacy, basic education and capacity-building to MRV&Co's construction sites, creating opportunities for training and personal and professional development for collaboration in the workplace itself. Led by the Sustainability area and with management support from MRV Institute, the Program has trained more than 4,800 students throughout Brazil **in more than 10 years, contributing to their qualification and the exercise of their citizenship.**

To learn more about MRV&Co Group's ESG practices, access our [Sustainability Report](#).



Capital Markets

Our shares have been traded on the B3 S.A. – Securities, Commodities and Futures Exchange (B3) since 2007, held to the highest levels of governance – Novo Mercado, and are listed in the portfolio of 15 other indices.

MRVE3 shares closed the year valued at R\$ 5.31, at a Market Cap of R\$ 2.9 billion, with an average trade volume of R\$ 110.9 million (average/day).

On December 31, 2024, the Company held 562,826,671 shares, with a trust of 1,348 shares.



Operational Performance

Note: all values included in this report consider participation attributed to stockholders in the company, except where expressly indicated otherwise.

Operational Indicators (%MRV)	2024	2023	2022	Chg. 2024 x 2023	Chg. 2024 x 2022
MRV&Co					
Land Bank (R\$ billion)	66.1	67.2	75.5	1.6% ↓	12.4% ↓
Launches (R\$ million)	11,076	6,178	9,279	79.3% ↑	19.4% ↑
Units	41,734	21,359	36,403	95.4% ↑	14.6% ↑
Net Pre-Sales (R\$ million)	11,338	9,332	7,876	21.5% ↑	43.9% ↑
Units	42,632	38,095	33,326	11.9% ↑	27.9% ↑
Built Units	37,529	33,446	35,550	12.2% ↑	5.6% ↑
Transferred Units	33,920	31,105	30,707	9.0% ↑	10.5% ↑
Inventories at Market Value (R\$ million)	9,211	12,390	12,398	25.7% ↓	25.7% ↓

Financial Performance – MRV&Co

Note: The information contained and analyzed below is derived from the consolidated financial statements for the years ended December 31, 2024, 2023 and 2022, unless otherwise stated.

Consolidated Financial Highlights - MRV&Co (R\$ million)	2024	2023	2022	Chg. 2024 x 2023	Chg. 2024 x 2022
Total Net Revenue	9,009	7,430	6,645	21.3% ↑	35.6% ↑
Gross Profit	2,376	1,687	1,318	40.8% ↑	80.3% ↑
Gross Margin (%)	26.4%	22.7%	19.8%	3.7 p.p. ↑	6.5 p.p. ↑
Gross Margin ex. financial cost (%)	29.7%	26.2%	23.4%	3.5 p.p. ↑	6.4 p.p. ↑
EBITDA	906	463	822	95.7% ↑	10.2% ↑
EBITDA Margin (%)	10.1%	6.2%	12.4%	3.8 p.p. ↑	2.3 p.p. ↓
Net Income	(503)	(30)	(177)	1587.7% ↑	184.9% ↑
Net Margin (%)	-5.6%	-0.4%	-2.7%	5.2 p.p. ↓	2.9 p.p. ↓
Earnings per share (R\$)	(0.894)	(0.057)	(0.350)	1461.2% ↑	155.6% ↑
ROE	-7.6%	-0.5%	-2.9%	7.1 p.p. ↓	4.7 p.p. ↓
Unearned Gross Sales Revenues	4,314	2,665	1,552	61.9% ↑	178.0% ↑
Unearned Costs of Units Sold	(2,491)	(1,607)	(1,016)	55.0% ↑	145.2% ↑
Unearned Results	1,823	1,058	536	72.3% ↑	240.1% ↑
% Unearned Margin	42.3%	39.7%	34.5%	2.6 p.p. ↑	7.7 p.p. ↑
Cash Generation	(244)	(1,419)	(2,232)	82.8% ↑	89.1% ↑

EBITDA

EBITDA (R\$ million)	2024	2023	2022	Chg. 2024 x 2023	Chg. 2024 x 2022
MRV&Co					
Income Before Taxes	(334)	(73)	126	354.6% ↑	365.6% ↓
(+) Depreciation and Amortization	172	133	176	28.7% ↑	2.6% ↓
(-) Financial Results	(767)	(143)	(237)	435.5% ↑	224.0% ↑
(+) Financial charges recorded under cost of sales	301	260	283	15.8% ↑	6.3% ↑
(+) Financial charges recorded under investment property	-	-	49	-	100.0% ↓
EBITDA	906	463	822	95.7% ↑	10.2% ↑
EBITDA Margin	10.1%	6.2%	12.4%	3.8 p.p. ↑	2.3 p.p. ↓

Consolidated Net Debt

Net Debt (R\$ million)	Dec/24	Dec/23	Dec/22	Chg. Dec/24 x Dec/23	Chg. Dec/24 x Dec/22
MRV&Co					
Total debt	10,288	8,327	7,429	23.6% ↑	38.5% ↑
(-) Cash and cash equivalents & Marketable Securities	(4,129)	(3,283)	(2,892)	25.8% ↑	42.8% ↑
(-) Derivative Financial Instruments	92	(80)	343	215.7% ↓	73.1% ↓
Net Debt	6,252	5,050	4,667	23.8% ↑	34.0% ↑
Total Shareholders' Equity	7,470	7,565	6,574	1.2% ↓	13.6% ↑
Net Debt / Total Shareholders' Equity	83.7%	66.8%	71.0%	16.9 p.p. ↑	12.7 p.p. ↑
EBITDA LTM	906	463	822	95.7% ↑	10.2% ↑
Net Debt / EBITDA LTM	6.90x	10.90x	5.68x	36.7% ↓	21.5% ↑

Relationship with Independent Auditors

In compliance with CVM Resolution No. 162/22, we hereby inform that our independent auditors, Ernst & Young Auditores Independentes ("EY"), provided comfort letter issuance services in addition to external audit services during the year 2024. The Company's policy in engaging the services of independent auditors ensures that there is no conflict of interest, loss of independence, or objectivity.

Arbitration Clause

In accordance with Article 48 of Chapter VIII – Arbitration Chamber of the Company's Bylaws: The Company, its shareholders, executive officers and members of the Board of Directors are obliged to resolve, through arbitration, all and any disputes or controversies between them related to or arising from, in particular, the application, validity, efficacy, interpretation, violation and effects thereto of the provisions in Brazilian Corporation Law, the Company's Bylaws, the regulations of the National Monetary Council (CMN), the Central Bank of Brazil and the Brazilian Securities and Exchange Commission (CVM), as well as any other rules applicable to the functioning of the capital markets, including those provided for in the regulations of the Novo Mercado Special Corporate Governance, the Arbitration Regulations of the Market Arbitration Chamber and the Participation Agreement of the Novo Mercado.

Message from the Executive Board

In compliance with the provisions of CVM Resolution No. 80, the Board declares that it discussed, reviewed, and agreed with the opinions expressed in the report of the independent auditors and the financial statements for the fiscal year ended on December 31, 2024.

Acknowledgements

MRV Management thanks its shareholders, customers, suppliers and financial institutions for their support and confidence. It also thanks its employees for their dedication and efforts, who in great part were responsible for the results achieved.

Belo Horizonte, February 24, 2025.

The Management

STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2024 AND 2023
(In thousands of Brazilian reais - R\$)

	Notes	Consolidated		Parent Company	
		12/31/24	12/31/23	12/31/24	12/31/23
Assets					
Current assets					
Cash and cash equivalents	4	414,563	406,767	106,633	109,243
Marketable securities	5	3,324,615	2,330,698	2,404,146	1,629,492
Receivables from real estate development	6 (a)	3,136,528	2,593,205	1,259,388	1,071,408
Receivables from services provided and rents	6 (a)	345,729	257,328	151,779	110,560
Inventories	7	4,923,341	4,588,462	2,278,374	2,167,555
Recoverable taxes	16	193,198	137,821	143,806	102,358
Prepaid expenses		178,856	146,030	81,320	80,047
Derivative financial instruments	25 (a)	-	86,107	-	86,107
Other assets		108,824	224,246	212,991	165,804
		12,625,654	10,770,664	6,638,437	5,522,574
Investment properties - Noncurrent assets held for sale	9	1,069,435	891,196	-	-
Total current assets		13,695,089	11,661,860	6,638,437	5,522,574
Noncurrent assets					
Marketable securities	5	389,980	545,123	219,584	442,418
Receivables from real estate development	6 (a)	3,221,017	2,433,792	1,327,058	1,016,264
Inventories	7	3,740,642	3,834,998	1,871,503	2,298,240
Deferred tax assets	26	188,068	206,794	188,068	188,068
Intercompany receivables		94,838	85,494	1,476,273	1,378,701
Prepaid expenses		246,313	145,998	112,825	65,827
Derivative financial instruments	25 (a)	-	36,937	-	36,937
Other assets		809,933	646,591	479,679	389,054
Total long-term realisable		8,690,791	7,935,727	5,674,990	5,815,509
Equity interest in investees	8	355,233	281,424	3,525,581	3,563,258
Investment properties	9	5,262,207	4,033,526	51,649	59,983
Property and equipment	10	1,245,487	979,159	819,865	706,886
Intangible assets	11	181,880	180,006	165,180	168,266
Total noncurrent assets		15,735,598	13,409,842	10,237,265	10,313,902
Total assets		29,430,687	25,071,702	16,875,702	15,836,476
Liabilities and Equity					
Current liabilities					
Suppliers		851,597	724,177	629,437	587,566
Payables for investment acquisition		10,647	21,758	-	13,836
Derivative financial instruments	25 (a)	45,972	-	45,972	-
Loans, financing and debentures	12	3,177,766	1,365,635	977,126	906,154
Land payables	13	934,260	898,135	429,852	367,719
Advances from customers	14	269,384	290,165	146,046	170,857
Payroll and related liabilities	15	238,631	224,535	126,959	114,188
Tax payables	16	156,832	153,260	113,140	95,923
Provision for maintenance of real estate	17	106,446	78,145	53,344	45,251
Deferred tax liabilities	26	83,044	66,325	29,435	22,749
Net capital deficiency liability - Equity interest in investees	8	569,992	482,733	491,938	324,429
Credit assignment liability	6 (e)	682,881	390,760	291,487	181,159
Other liabilities		506,547	450,561	119,052	144,515
		7,633,999	5,146,189	3,453,788	2,974,346
Loans, financing and debentures - Noncurrent assets held for sale	12	507,831	480,029	-	-
Total current liabilities		8,141,830	5,626,218	3,453,788	2,974,346
Noncurrent liabilities					
Payables for investment acquisition		9,019	13,981	7,257	1,765
Derivative financial instruments	25 (a)	148,593	43,233	148,593	43,233
Loans, financing and debentures	12	6,602,852	6,481,636	3,939,307	3,432,856
Land payables	13	2,461,116	2,520,773	1,066,950	1,430,723
Advances from customers	14	158,309	158,462	94,879	82,227
Provision for maintenance of real estate	17	224,243	200,359	95,038	90,383
Provision for civil, labor and tax risks	18	117,188	108,450	78,043	73,306
Deferred tax liabilities	26	96,710	96,867	33,836	24,122
Credit assignment liability	6 (e)	3,096,095	1,644,001	1,336,531	749,172
Other liabilities		904,309	613,080	188,891	188,988
Total noncurrent liabilities		13,818,434	11,880,842	6,989,325	6,116,775
Total liabilities		21,960,264	17,507,060	10,443,113	9,091,121
Equity					
Paid-in capital	20 (a)	5,620,947	5,616,600	5,620,947	5,616,600
Treasury shares		(388)	(388)	(388)	(388)
Capital reserves		72,849	58,210	72,849	58,210
Earnings reserves		565,633	1,104,356	565,633	1,104,356
Equity valuation adjustments		173,548	(33,423)	173,548	(33,423)
Equity attributable to the Company' shareholders		6,432,589	6,745,355	6,432,589	6,745,355
Noncontrolling interests	20 (h)	1,037,834	819,287	-	-
Total equity		7,470,423	7,564,642	6,432,589	6,745,355
Total liabilities and equity		29,430,687	25,071,702	16,875,702	15,836,476

The accompanying notes are an integral part of these financial statements.

	Notes	Consolidated		Parent Company	
		2024	2023	2024	2023
Net operating revenue	22	9,009,035	7,429,915	3,411,216	2,790,946
Cost of real estate sales and services	23	(6,633,159)	(5,742,737)	(2,595,686)	(2,395,623)
Gross profit		2,375,876	1,687,178	815,530	395,323
Operating income (expenses):					
Selling expenses	23	(797,357)	(755,131)	(484,377)	(478,868)
General and administrative expenses	23	(678,056)	(653,368)	(477,461)	(457,341)
Other operating income (expenses), net	23	(326,463)	(124,309)	(100,431)	(141,891)
Results from equity interest in investees	8	(140,460)	(84,509)	325,302	587,171
Income (loss) before financial income and taxes		433,540	69,861	78,563	(95,606)
Financial results:					
Financial expenses	24	(1,264,546)	(467,360)	(838,327)	(272,408)
Financial income	24	369,767	220,740	250,523	145,209
Financial income from results real estate development	24	127,630	103,372	62,047	58,182
Loss before taxes		(333,609)	(73,387)	(447,194)	(164,623)
Income tax and social contribution:					
Current	26	(131,202)	(157,050)	(47,445)	(58,616)
Deferred	26	(17,286)	211,998	(8,563)	193,424
Loss for the year		(482,097)	(18,439)	(503,202)	(29,815)
(Loss) net income attributable to:					
Company' shareholders		(503,202)	(29,815)		
Noncontrolling interests		21,105	11,376		
		(482,097)	(18,439)		
Earnings per share (In Reais - R\$):					
Basic	20 (i)	(0.89409)	(0.05727)	(0.89409)	(0.05727)
Diluted	20 (i)	(0.89409)	(0.05727)	(0.89409)	(0.05727)

The accompanying notes are an integral part of these financial statements.

	Consolidated		Parent Company	
	2024	2023	2024	2023
Loss for the year	(482,097)	(18,439)	(503,202)	(29,815)
Other components of comprehensive income				
Currency translation adjustments	437,063	(119,805)	256,408	(79,774)
Cash flow hedge reserve	(49,437)	71,043	(49,437)	71,043
Total comprehensive income for the year	(94,471)	(67,201)	(296,231)	(38,546)
Comprehensive income attributable to:				
Company' shareholders	(296,231)	(38,546)	(296,231)	(38,546)
Noncontrolling interests	201,760	(28,655)	-	-
	(94,471)	(67,201)	(296,231)	(38,546)

The accompanying notes are an integral part of these financial statements.

	Paid-in capital	Treasury shares	Capital reserves			Earnings reserves		Equity valuation adjustments		(Loss) retained earnings	Equity attributable to the Company' shareholders	Noncontrolling interests	Total
			Share issuance costs	Incentive plans		Legal	Earnings retention	Cash flow hedge reserve	Cumulative translation adjustment				
				Stock options	Restricted shares								
BALANCE AT DECEMBER 31, 2022	4,615,408	(388)	(26,309)	115,043	-	102,266	1,046,115	(99,554)	74,862	-	5,827,443	746,865	6,574,308
Capital increase	1,001,192	-	(47,280)	-	-	-	-	-	-	-	953,912	-	953,912
Capital transactions	-	-	-	-	-	-	(14,210)	-	-	-	(14,210)	(97,883)	(112,093)
Net contributions from noncontrolling shareholders	-	-	-	-	-	-	-	-	-	-	-	118,163	118,163
Currency translation adjustments	-	-	-	-	-	-	-	-	(79,774)	-	(79,774)	(40,031)	(119,805)
Cash flow hedge reserve	-	-	-	-	-	-	-	71,043	-	-	71,043	-	71,043
Stock options	-	-	-	16,756	-	-	-	-	-	-	16,756	-	16,756
Changes in indirect ownership	-	-	-	-	-	-	-	-	-	-	-	80,797	80,797
(Loss) net income for the year	-	-	-	-	-	-	-	-	-	(29,815)	(29,815)	11,376	(18,439)
Loss absorption	-	-	-	-	-	-	(29,815)	-	-	29,815	-	-	-
BALANCE AT DECEMBER 31, 2023	5,616,600	(388)	(73,589)	131,799	-	102,266	1,002,090	(28,511)	(4,912)	-	6,745,355	819,287	7,564,642
Capital increase	4,347	-	-	-	-	-	-	-	-	-	4,347	-	4,347
Capital transactions	-	-	-	-	-	-	(35,521)	-	-	-	(35,521)	(65,752)	(101,273)
Net contributions from noncontrolling shareholders	-	-	-	-	-	-	-	-	-	-	-	(2,161)	(2,161)
Currency translation adjustments	-	-	-	-	-	-	-	-	256,408	-	256,408	180,655	437,063
Cash flow hedge reserve	-	-	-	-	-	-	-	(49,437)	-	-	(49,437)	-	(49,437)
Stock options and restricted shares	-	-	-	14,283	356	-	-	-	-	-	14,639	-	14,639
Changes in indirect ownership	-	-	-	-	-	-	-	-	-	-	-	84,700	84,700
(Loss) net income for the year	-	-	-	-	-	-	-	-	-	(503,202)	(503,202)	21,105	(482,097)
Loss absorption	-	-	-	-	-	-	(503,202)	-	-	503,202	-	-	-
BALANCE AT DECEMBER 31, 2024	5,620,947	(388)	(73,589)	146,082	356	102,266	463,367	(77,948)	251,496	-	6,432,589	1,037,834	7,470,423

The accompanying notes are an integral part of these financial statements.

	Notes	Consolidated		Parent Company	
		2024	2023	2024	2023
Cash flows from operating activities					
Loss for the year		(482,097)	(18,439)	(503,202)	(29,815)
Adjustments to reconcile net income to cash generated by operating activities:					
Depreciation and amortization		172,616	133,409	126,270	113,634
Incentive plans for employees and management	23	13,680	17,133	14,636	16,329
Property and equipment write off		15,796	3,880	2,138	3,614
Financial results		470,952	126,883	276,204	50,467
Results from equity interest in investees	8	140,460	84,509	(325,302)	(587,171)
Results from sale of assets / projects	23	42,024	(77,495)	(3,020)	16,941
Provision for maintenance of real estate		131,373	114,485	50,623	46,252
Provision for civil, labor and tax risks		134,715	149,214	79,099	94,641
Allowance for expected credit loss		238,573	248,686	117,847	126,953
Amortization of prepaid expenses		227,606	167,012	86,459	62,818
Results from derivative financial instruments		268,936	10,067	268,936	10,069
Deferred income tax and social contribution	26	17,286	(211,998)	8,563	(193,424)
Deferred taxes on revenue (PIS & COFINS)		21,378	(7,893)	7,837	(8,479)
		1,413,298	739,453	207,088	(277,171)
(Increase) decrease in operating assets:					
(Increase) decrease in trade receivables		(1,526,984)	(1,255,082)	(610,371)	(306,385)
(Increase) decrease in real estate for sale		287,706	417,596	209,847	268,387
(Increase) decrease in prepaid expenses		(285,476)	(223,559)	(101,603)	(94,951)
(Increase) decrease in other assets		(93,863)	(72,832)	(135,371)	6,953
Increase (decrease) in operating liabilities:					
Increase (decrease) in trade payables		91,842	(154,134)	41,871	53,540
Increase (decrease) in payroll and related taxes		8,346	48,650	12,771	42,052
Increase (decrease) in taxes, fees and contributions		155,705	178,267	70,430	71,799
Increase (decrease) in advances from customers		19,817	53,429	19,884	22,463
Increase (decrease) in other payables		(6,010)	(10,199)	(56,636)	(21,003)
Interest paid		(74,913)	(94,972)	(23,563)	(29,493)
Income tax and social contribution paid		(161,161)	(222,653)	(55,529)	(60,239)
Amounts paid of real estate maintenance	17	(84,231)	(99,543)	(44,347)	(57,914)
Amounts paid for civil, labor and tax risks	18	(144,781)	(128,343)	(87,155)	(81,286)
Net cash used in operating activities		(400,705)	(823,922)	(552,684)	(463,248)
Cash flows from investing activities					
Increase in marketable securities		(12,737,185)	(10,141,518)	(8,092,539)	(6,225,848)
Decrease in marketable securities		12,134,051	9,559,008	7,721,005	5,864,688
Advances to related companies		(39,811)	(91,885)	(2,390,497)	(2,223,919)
Receipts from related companies		34,464	85,257	2,299,497	2,034,541
Distribution from (acquisition of/contribution to) investees	8	(36,289)	(41,175)	716,782	454,176
Payment for acquisition of investees		(15,463)	(42,460)	(8,209)	(18,249)
Receipts for sale of investees / assets		1,023,718	719,188	130,801	72,880
Purchase of investment property		(981,455)	(1,522,984)	(3,588)	(15,863)
Purchase of property and equipment and intangible assets		(267,200)	(227,058)	(218,058)	(177,107)
Net cash (used in) generated by investing activities		(885,170)	(1,703,627)	155,194	(234,701)
Cash flows from financing activities					
Proceeds from issue of shares		4,347	953,912	4,347	953,912
Loans from related parties		(1,283)	(26,008)	-	-
Proceeds from loans, financing and debentures		4,487,027	4,248,864	1,964,473	1,470,197
Repayment of borrowings, financing and debentures		(3,651,802)	(3,186,255)	(1,604,022)	(1,421,147)
Interest paid of borrowings, financing and debentures		(748,686)	(745,525)	(411,694)	(482,052)
Amounts received from credit assignment liabilities (sale of receivables)		2,300,096	1,750,549	960,154	741,263
Amounts paid for credit assignment liabilities (sale of receivables)		(985,862)	(515,205)	(448,460)	(274,499)
Addition of other financial liabilities		9,600	106,772	9,600	49,900
Contracted and redeemed derivative financial instruments		(43,997)	(361,765)	(43,997)	(361,765)
Capital transactions		(135,269)	(119,702)	(35,521)	(14,210)
Contribution from (distribution to) noncontrolling shareholders	20 (h)	(2,161)	118,163	-	-
Net cash generated by financing activities		1,232,010	2,223,800	394,880	661,599
Effects of exchange rates on cash and cash equivalents		61,661	(23,232)	-	-
Increase (decrease) in cash and cash equivalents, net		7,796	(326,981)	(2,610)	(36,350)
Cash and cash equivalents					
At the beginning of the year		406,767	733,748	109,243	145,593
At the end of the year		414,563	406,767	106,633	109,243
Increase (decrease) in cash and cash equivalents, net		7,796	(326,981)	(2,610)	(36,350)

The accompanying notes are an integral part of these financial statements.

	Notes	Consolidated		Parent Company	
		2024	2023	2024	2023
Revenues					
Gross operating revenue		9,386,193	7,764,201	3,575,367	2,934,387
Other income		1,860	(40,164)	7,663	(30,517)
Revenues related to construction of own assets		41,449	36,124	40,763	36,059
Allowance for expected credit loss		(238,573)	(248,686)	(117,847)	(126,953)
		9,190,929	7,511,475	3,505,946	2,812,976
Inputs purchased from third-parties (includes the taxes PIS and COFINS)					
Cost of real estate and services sold: supplies, land, power, outside services and other items		(6,607,448)	(5,257,486)	(3,050,392)	(2,574,321)
Gross value added		2,583,481	2,253,989	455,554	238,655
Depreciation and amortization		(172,616)	(133,409)	(126,270)	(113,634)
Net value added generated by the Company		2,410,865	2,120,580	329,284	125,021
Value added received in transfer					
Results from equity interest in investees	8	(140,460)	(84,509)	325,302	587,171
Financial income		532,961	389,814	335,132	240,802
		392,501	305,305	660,434	827,973
Total value added for distribution		2,803,366	2,425,885	989,718	952,994
Value added distributed					
Personnel:					
Salaries and wages		1,519,355	1,254,329	631,421	460,523
Benefits		1,202,036	999,334	434,132	314,282
Severance Pay Fund (FGTS)		236,497	191,780	145,517	109,784
		80,822	63,215	51,772	36,457
Taxes and fees:					
Federal		744,957	477,942	390,424	156,119
Municipal		587,846	314,425	322,275	74,815
State		157,425	161,989	67,958	80,238
		(314)	1,528	191	1,066
Lenders and lessors:					
Interest		1,021,151	712,053	471,075	366,167
Rentals / Leases		809,326	535,159	357,138	264,934
		211,825	176,894	113,937	101,233
Shareholders:					
Loss for the year		(482,097)	(18,439)	(503,202)	(29,815)
Noncontrolling interests	20 (h)	(503,202)	(29,815)	(503,202)	(29,815)
		21,105	11,376	-	-
Value added distributed		2,803,366	2,425,885	989,718	952,994

The accompanying notes are an integral part of these financial statements.



1. General information

MRV Engenharia e Participações S.A. ("Company") and its subsidiaries ("Group") are engaged in the management of own and third-party assets, development, construction and sale of Company owned or third-party real estate, the provision of technical engineering services related to the functions of the technicians in charge, real estate consultancy services, dealing service of goods and services supply in residential real estate segment and holding equity interests in other companies as a shareholder. Real estate development and the construction of real estate are performed directly by the Company or other business partners. The direct and indirect subsidiaries are summarized in Note 8. Partners have a direct participation in the projects, through interest in special purpose entities ("SPE"), and silent partnerships ("SCP"), to develop the projects. The Company is a publicly held corporation listed in B3 S.A. (B3), under ticker MRVE3, with registered head office at 621 Professor Mário Werneck Ave., 1^o floor, Belo Horizonte city, Minas Gerais, with CNPJ (taxpayer identification number) 08.343.492/0001-20.

Sale of receivables

For the year ended December 31, 2024, the Company carried out transactions of sale of receivables, transferring receivables in the total amount of R\$2.9 billion, with amounts received in cash of R\$2.5 billion. The servicer role was retained by the Group in some of these transactions. See Note 6 (e) for more details.

Resia

For the year ended December 31, 2024, Resia completed the sale of assets for a total amount of US\$165.6 million (R\$892.9 million) having found loss of US\$6.6 million (R\$45.0 million) in these operations.

2. Presentation of financial statements and material accounting policies

2.1. Presentation of financial statements

I. Statement of compliance

The consolidated financial statements have been prepared and are presented in accordance with accounting practices adopted in Brazil (BRGAAP) and in accordance with the International Financial Reporting Standards (IFRS), applicable to real estate development entities, registered with Brazilian Securities and Exchange Commission (CVM). The parent company financial statements have been prepared and presented in accordance with accounting practices adopted in Brazil (BRGAAP), applicable to real estate development entities, registered with the CVM. Aspects related to transfer of control of real estate units follow the Company's management understanding aligned with that expressed by CVM in Circular Letter CVM/SNC/SEP n.º 02/2018, regarding the application of Technical Pronouncement CPC 47 / IFRS 15. The parent company financial statements are not in accordance with International Financial Reporting Standards (IFRS) since they considers the borrowing cost's capitalization on its investees' qualifying assets.

The accounting practices adopted in Brazil comprise the policies set out in Brazilian Corporate Law, the CVM rules and the pronouncements, guidance and interpretations issued by the Accounting Pronouncements Committee (CPC), approved by the CVM and the Federal Accounting Council (CFC).

II. Basis of measurement

The consolidated and parent company financial statements have been prepared based on the historical cost basis, except for the balances of 'Short-term investments', 'Marketable securities', 'Derivative financial instruments', some land payables and some loans and debentures (hedge accounting) measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

III. Basis of consolidation

The consolidated financial statements comprises the financial statements of the Company and entities controlled directly by the Company or indirectly through its subsidiaries. The Company's subsidiaries included in the consolidation are listed in Note 8.

To determine whether the Company has control over the investees, Management used contractual agreements to evaluate the existing rights that give the Company the ability to direct the relevant activities of the investees, as well as exposure to, or rights to, variable returns from its involvement with them and the ability to use its power to affect the amount of returns.

On consolidation, the assets, liabilities and profits or losses balances of subsidiaries are combined with the corresponding line items of the Company's financial statements, on a per line-item basis, and the parent company's interests in the subsidiaries' equity, as well as all intragroup transactions, balances, revenue, and expenses are eliminated.

Noncontrolling interest (NCI) are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. The changes in equity interests in subsidiaries not resulting in loss of control are recognized as capital transactions. The accounting balances of the Company's and non-controlling interests are adjusted to reflect changes in their respective interests in the subsidiaries. The difference between the amount based on which noncontrolling interests are adjusted and the fair values of considerations paid or received are recognized directly in equity and attributed to the Company's shareholders.

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when the control is lost.

2.2. Material accounting policies

The material accounting policies described below have been consistently applied to all fiscal years presented in the consolidated and parent company financial statements for both the Company and its subsidiaries.

(a) Revenue recognition

The Group adopts CPC 47 / IFRS 15 - "Revenues from Contracts with Customers", also considering the guidelines contained in Circular Letter CVM/SNC/SEP nº 02/2018, of December 12, 2018, which establishes accounting procedures related to recognition, measurement and disclosure of certain types of transactions arising from sale contracts of uncompleted real estate units in Brazilian real estate development companies.

According to CPC 47 / IFRS 15, revenue recognition from contracts with customers has a normative discipline based on the transfer of control of the promised good or service, which may be at a specific moment in time (at a point in time) or over-time, depending on the satisfaction or otherwise of the so-called "contractual performance obligations". Revenue is measured at the amount that reflects the consideration to which it is expected to be entitled and is based on a five-step model detailed below: 1) contract identification; 2) identification of performance obligations; 3) determining the price of the transaction; 4) allocation of the transaction price to the performance obligations; 5) revenue recognition.

The Company's business model is predominantly based on sale contracts of "off-plan" (around 85%, related to a Brazilian government program) real estate units. In this model the customer signs a "purchase contract of off-plan real estate unit" with the developer, already foreseeing the payment conditions, as follows:

- (i) Direct payments to the developer
- (ii) Bank financing
- (iii) Funds from *Fundo de Garantia do Tempo de Serviço* – FGTS (government labor time guarantee fund)
- (iv) Eventual subsidies from government housing programs

The amounts paid directly to the developer (item (i) above) represent approximately 15% to 17% of the real estate unit's value price, and the remaining amount come from bank financing, FGTS funds and eventual subsidies (items (ii) to (iv) above). The customer then signs a bank financing agreement ("private contract with a public deed") with

a financial institution, including the amounts of bank financing, FGTS funds and eventual subsidies from government housing programs. The release of these resources is conditioned to the work progress, according to the percentage of conclusion certified in the *Relatório de Acompanhamento do Empreendimento* (monitoring report of the residential complex), according to the physical-financial schedule approved by the financial institution. This monitoring, for purposes of release of the installments, is carried out by the engineering area of the financial institution. At the time of signature of the bank financing agreement, the under construction unit's ownership is transferred to the customer, being fiduciarily assigned to the respective financial institution.

A summary of "off-plan" contract modality detailing involved parties, guarantees and existing risks is presented below:

Contracts	Parties	Real guarantee of the unit	Credit risk	Market risk	Cancellation risk
Sale	Buyer and Developer (Seller)	Developer	Developer: 100%	Buyer and Developer (in case of cancellation)	Developer
Bank financing	Buyer, Developer (Seller) and Financial institution (Fiduciary agent)	Financial institution (FI)	Developer: 15 to 17% and Financial institutions: 83 to 85%	Buyer and Financial institution	Not applicable. In a default event by the customer, the FI may consolidate the property on its behalf for subsequent sale to third parties, in accordance with the procedures set forth in art. 27 of Law 9.514/97. The collected amount will have as main objective to discharge the customer's outstanding balance with the FI.

In addition, the Company also enters into sale contracts of real estate units by bank financing at the final phase of the project (around 5%) or by its own financing (around 10%).

Five-steps model for revenue recognition

Steps	Addressed criteria
Step 1: Identity the contract	The contracts detailed above were identified as within the scope of the standard, since: <ul style="list-style-type: none"> · Have commercial substance; · It is probable that the consideration will be received; · Rights and payment conditions can be identified; · Are signed by the parties and they are committed to their obligations.
Step 2: Identity the performance obligations	Delivering the real estate unit to buyer.
Step 3: Determine the transaction price	Represented by the sale value of the real estate units, explicitly established in the contracts.
Step 4: Allocate the transaction price to the performance obligations	Direct and simple allocation of the transaction price, since the contracts detailed above have one single performance obligation (delivering the real estate unit).
Step 5: Revenue recognition	Recognized over-time.

Accordingly, the policies adopted for calculating and recognizing revenue and recording the amounts in the line items 'Revenue from real estate development', 'Real estate for sale', 'Receivables from real estate development', and 'Advances from customers' follow the procedures above described and detailed as follows:

- For sales of uncompleted units, income is recognized based on the following criteria:
 - (i) Sales revenues are allocated to profit or loss as construction progresses, as control is transferred on a continuous basis. Accordingly, the Company adopts the POC method (percentage of conclusion) which refers to the calculation of revenue based on percentage of completion for each project. The POC method uses the ratio of the incurred cost in relation to the budgeted cost of the respective projects and the revenue is calculated by multiplying this percentage (POC) by the contracted sales. The total budgeted cost of projects is initially estimated at launching and regularly reviewed; any adjustments identified in this estimate based on these revisions are reflected in the Group's results. The related land and construction additional costs inherent to the related developments of the units sold are allocated to net income when incurred.

- (ii) Sales revenues calculated according to item (i), measured at fair value, including inflation adjustment, net of installments already received, are recognized as accounts receivable or advances from customers, according to the ratio between recognized revenues and received amounts.
- For installment sales of completed units, income is fully recognized at the time the sale is completed, regardless of the term for receiving the amount established by contract, and revenue is measured at the fair value of the consideration receivable.
- Interest and present value discount are allocated to profit or loss. Interest is recorded in line item 'Revenue from real estate development' during the period before the delivery of the units and in line item 'Financial income' during the period after the delivery of the units, on the accrual basis, regardless of actual receipts.
- Revenues from bartered real estate units are recorded as the works progresses until the units are delivered, in accordance with the contracts.

The Group recognizes as assets the incremental costs to obtain sale contracts, mainly represented by commissions and brokerage necessary to obtain the aforementioned contracts. These costs are recorded in line item "prepaid expenses" and amortized using the percentage of completion method described above.

Revenue and expenses are recorded on the accrual basis.

The Group accounts for the effects of a contract only when: (i) the parties have approved the contract; (ii) can identify each party's rights and the payment terms; (iii) the contract has commercial substance; and (iv) it is probable to receive the consideration that the Group is entitled to.

The Group enters into sale contracts of real estate units, essentially classified into two types: "conventional" contracts and "guaranteed sale" contracts. The conventional contracts produce their effects since the signature date. "Guaranteed sale" contracts have suspensive clauses until the bank financing agreement's signing date. In line with the legal effects described above, revenues from "Conventional contracts" are recognized from the execution date of the respective contracts and revenues from "Guaranteed sale" contracts are recognized since the bank financing agreement's signing date, when the suspensive clause is satisfied, and the contract produces its effects.

Cancellations

The Group recognize a provision for cancellations when identifies cash inflow risks.

Contracts are monitored to verify when these conditions are mitigated. While this does not occur, no revenue or cost is recognized in profit or loss, and amounts are only recognized in financial position line items.

(b) Inventories (real estate for sale)

Inventory of completed units, under construction and not yet sold and landbank is stated at the incurred cost, which does not exceed market value. The land acquired under barter agreements is valued, on initial recognition, at the sales price of the bartered land or at the sales price of the bartered units. Classification of the landbank into current and noncurrent assets is based on the scheduled date to launch the project.

Inventory of supplies is carried at the lower of average cost of purchase or their net realizable values.

(c) Investment properties

Investment property consists of properties held to earn rentals or for capital appreciation (including construction in progress for such purpose) and is measured at cost, including transaction costs. Financial charges incurred on loans linked to the development of projects are capitalized and recognized in profit or loss through the realization of the underlying assets.

Depreciation is recognized based on the estimated useful life of each asset (other than land and constructions in progress) using the straight-line method, thus that cost less its residual value after its useful life is fully written off. The estimated useful lives, residual values and depreciation method are reviewed at least annually, with the effect of any changes in estimate accounted for on a prospective basis. Eventual costs incurred on the maintenance and repair of investment property are capitalized in assets when, and only when, the economic benefits associated to

these items are probable and the amounts can be reliably measured, while other costs are directly allocated to profit or loss when incurred.

An investment property is derecognized on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal, where applicable. Any gain or loss arising on derecognition of the property, calculated by the difference between the net amount received on the sale and its book value, is recognized in profit or loss in the period in which the property is derecognized.

(d) Noncurrent assets held for sale

Noncurrent assets, or disposal groups comprising assets and liabilities, are classified as held-for-sales if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are measured at the lower of price carrying amount and fair value less costs to sell. Impairment losses on initial classification as held-for-sale and subsequent gains or losses on remeasurements are recognized in profit or loss.

(e) Financial instruments

Financial assets and financial liabilities are recognized when the Group is a party to the contractual provision of the instruments and are initially measured at fair value.

Transaction costs are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial assets and liabilities, if applicable, after their initial recognition. Transaction costs directly attributable to the acquisition of financial assets or liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets and financial liabilities are stated at their net amounts in the statement of financial position if, and only if, the Company has a legally enforceable right to offset the amounts recognized and if there is intent to simultaneously realize the asset and settle the liability.

Financial assets

Financial assets classifications are based on the business model which the asset is managed and its contractual cash flow characteristics (binomial contractual cash flow and business model), as summarized below:

Categories / measurement	Conditions for category definition
Amortized cost	Financial assets are held within a business model whose objective is to hold financial assets to collect contractual cash flows on specific dates.
Fair value through other comprehensive income (FVTOCI)	There is not a specific definition within the business model about holding financial asset to collect contractual cash flows on specific dates or selling financial assets.
Fair value through profit or loss (FVTPL)	All other financial assets.

The Group's main financial assets are shown below, classified as amortized cost, FVTPL and FVTOCI and presented in Note 25 (a):

- Cash and cash equivalents: Include amounts held as cash, bank accounts, and highly liquid short-term investments, redeemable within ninety days or less as of the acquisition date, and subject to insignificant risk of change in market value.
- Marketable securities: The balances represent investments in: (i) restricted investment funds that include public and private securities (both post fixed rates) and investments in unrestricted investment funds, which in turn invest mainly in fixed income securities; (ii) unrestricted investment funds; (iii) bank deposit certificates; (iv) Investments from bank accounts and savings deposits, among others.
- Derivative financial instruments: Derivative financial instruments for exposure management, as described in Note 25 (a).

- Receivables from real estate development: Represents amounts receivable for the sale of real estate units, initially recognized as described in paragraph “a” above, adjusted as contractually set out, net of present value discount and allowance for expected credit loss, when applicable.
- Intercompany loans: receivables from subsidiaries, joint ventures, associates and partners in real estate development.
- Receivables from services provided, rents and other sales: Correspond to amounts receivable for property rentals, land sales and other sales.

Ordinary purchases or sales of financial assets are recognized and derecognized on a trade date basis. Ordinary purchases or sales are purchases or sales of financial assets that require delivery of assets in accordance with regulation or market practice.

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to for third parties. On derecognition of a financial asset in its entirety, the difference between the asset’s carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

Financial liabilities

Classified at initial recognition as: (i) amortized cost; or (ii) measured at fair value through profit or loss.

The Group's financial liabilities, are classified and are measured at amortized cost, using the effective interest rate method, and include loans, financing and debentures, suppliers, intercompany loan payables, land payables, payables for investment acquisition, credit assignment liability and other liabilities, except for some loans and debentures, once they were designated as hedged items, according to hedge accounting methodology, some derivative financial instruments and some land payables, whose creditors are entitled to receive a portion of the general sales value of the projects to be incorporated, which are measured at fair value through profit or loss.

Loans, financing and debentures are initially recognized when funds are received, net of funding costs, when applicable. At the end of the reporting period, they are carried at their initial recognition, less amortization of installments of principal and charges, when applicable, plus the related charges incurred. Funding costs are presented as a reduction of current and noncurrent liabilities and are recognized in profit or loss over the same repayment term of the financing from which they were originated based on the effective interest rate of each transaction.

Financial liabilities are derecognized when, and only when, the Group’ obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the sum of the consideration paid and payable is recognized in profit or loss.

Derivative financial instruments and hedge accounting

Derivatives are initially recognized at fair value. After initial recognition, derivatives are still measured at fair value and changes in fair value are recorded in profit or loss or in equity, depending on the type of hedge.

At the inception of the hedging relationship, the Group assesses whether the hedge relationship qualifies for hedge accounting; if positive, it formally documents the relationship between the hedging instrument and the hedged item.

The assessment of whether the relationship meets the hedge effectiveness requirements is made and documented at the inception of the hedge relationship, on each reporting date on a relevant change in circumstances that affect the effectiveness requirements. Adjustments to hedge relationships are permitted after designation, without being considered a "discontinuity" of the original hedge relationship.

The Group discontinues hedge accounting only when the hedge relationship (or part thereof) no longer meets the qualifying criteria. This includes cases where the hedging instrument expires, is sold, terminated or exercised. Discontinuation is accounted for prospectively.

Fair value hedge

The Group entered derivative financial instruments (swaps) to hedge its exposure to changes in indexes and interest rates in several loans, financing and debentures or aiming not being exposed to changes in the fair value of certain financial instruments. For avoiding accounting mismatch in the measurement of these instruments, opted for hedge accounting (designations classified as fair value hedge). Accordingly, changes in fair values of derivatives financial instruments and hedged items (contracted debts) are recognized in profit or loss.

Cash flow hedge

The Group contracted derivative financial instruments of the swap type to hedge interest payments on debt in US dollars or subject to floating rates, formally designating them as hedging instruments and the interest payments on mentioned debts as hedged items, respectively, establishing an economic relationship between them, according to the hedge accounting methodology. This designation was classified as a cash flow hedge, with the effects of changes recognized in equity.

Impairment of financial assets

The Group recognize allowance for expected credit loss for all sale contracts of real estate units based on data on historical losses, and amounts are recorded monthly matching the respective real estate revenue recognition. When these contracts do not present real guarantee of the real estate unit sold and the customers are in default in an installment over three hundred and sixty days, the Group recognize this allowance for 65% on the outstanding balance and when the installments reach maturity over seven hundred and twenty days, the Group completes the allowance for the 35% remaining on the outstanding balance. Such analysis is performed individually by sale contract. This simplified approach is in line with item 5.5.15 of CPC 48 / IFRS 9 - Financial Instruments.

The Group's policy is to write-off amounts corresponding to real estate unit's sales contracts included in the allowance for expected credit loss that present maturing installments over two years. However, collection activities for recovery of these amounts continue to be carried out periodically.

The Group did not identify impairment on the recoverable amount of short-term investments.

The Group periodically reviews its assumptions to recognize allowance for expected credit loss considering revision of historical transactions and improvement of its estimates.

(f) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset, which necessarily take a substantial amount of time to be ready for the intended use or sale, are capitalized until the date they are substantially ready for the intended use or sale. Since financing activities are centrally managed by the Company, interest incurred by the Company on the financing of its investees' qualifying assets are capitalized and presented under caption investment (parent company financial statements), net of gains obtained on the temporary investment of funds obtained on specific borrowings that have not yet been spent on the qualifying assets. In the consolidated financial statements, subsidiaries' amounts are presented under caption 'Inventories (real estate for sale)' or 'Investment properties'. In the parent company financial statements, these costs are allocated to profit or loss proportionately to the units sold, by deducting the caption 'Results from equity participation' and, in the consolidated financial statements, are reclassified to caption 'costs of real estate sold and services' for the case of 'Inventories' and allocated to 'other operating income (expenses), net' for the case of 'Investment properties' when assets sales occur. The capitalization of these costs ceases when the related assets are ready for the intended use or sale.

All other loan costs are recognized in profit or loss for the period they are incurred.

(g) Equity interest in investees

In the Company's consolidated financial statements, investments in joint ventures and associates are recorded using the equity method, based on the investees' financial statements as of the Company's reporting period and following the same accounting practices in the Company's financial statements.

Investments in subsidiaries, joint ventures and associates are recorded in Parent Company's financial statements using the equity method of accounting, based on the subsidiaries' financial statements as of the Company's reporting period and following the same accounting practices in the Company's financial statements.

Profits and losses resulting from transactions between the Company and its joint ventures or associates are recognized in the financial statements only to the extent of third parties' interest in those joint ventures or associate. Profits and losses resulting from transactions between the Company and its subsidiaries are fully eliminated.

Goodwill arising on a business combination is carried at cost on the date of the business combination net of accumulated impairment losses, if any.

(h) Property, plant and equipment

Stated at cost, less depreciation and accumulated impairment losses, where applicable. Additions are classified as construction in progress and transferred to the appropriate categories when completed and ready for the intended use. These assets start to be depreciated when ready for the intended use, using the same base as the other property, plant and equipment items already in use.

Includes right-of-use assets, as per item (l) below.

(i) Intangible assets

Separately acquired intangible assets with finite useful lives are stated at cost less amortization and accumulated impairment losses.

Research expenditure is recognized as an expense when incurred. An internally generated intangible asset arising from expenditure on development is recognized if, and only if, all the conditions prescribed by CPC 04 / IAS 38, paragraph 57, on intangible assets can be demonstrated.

The amount initially recognized of internally generated intangible assets corresponds to the sum of the costs incurred since the time an intangible asset met the recognition criteria above. When no internally generated intangible asset can be recognized, development expenditure is recognized in profit or loss, when incurred.

(j) Depreciation, amortization, and derecognition of property, plant and equipment and intangible assets

Depreciation/amortization is recognized based on the estimated useful life of each asset on a straight-line basis, so that cost less its residual value after its useful life is fully written off, except for item "Aluminum forms", classified under caption "Machinery and equipment", which depreciation is calculated based on use and land and constructions/intangibles in progress that do not suffer depreciation. The estimated useful lives, the residual values, and the depreciation/amortization methods are reviewed at the end of the reporting period, and the effects from any change in estimates are recognized prospectively.

(k) Impairment

The Group assesses, at least annually, if there are any indications that its investment properties, property, plant and equipment and intangible items are impaired. Additionally, the Group tests for impairment, at least annually, goodwill on investment acquisitions, property, plant and equipment (works in progress), intangibles under development and inventories (real estate for sale).

(l) Leases

The Group as a lessor

The Group classifies leases as financial or operational. The lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset and classified as operating if it does not transfer substantially all the risks and rewards incidental to ownership of the underlying asset.

Revenues from operating leases (rental revenue) are recognized in the statement of profit or loss under the straight-line method over the lease period, if applicable.

The Group does not have lease agreements in which it is a financial lessor.

The Group as lessee

The Group assesses whether a contract is or contains a lease if it conveys the right to control the use of the identified asset for a period of time in exchange for consideration. Such an assessment is performed at inception. Exemptions are applied for short-term leases and low-value items.

The cost of the right-of-use asset comprises: (i) the amount of the initial measurement of the lease liability; (ii) any lease payments made until the commencement date; (iii) direct costs incurred; and (iv) estimated costs to be incurred in dismantling and removing the asset, when applicable and are recognized in 'Property and equipment' and 'Investment properties'.

Lease liability is measured at the present value of the lease payments, discounted by the implicit interest rate or by the incremental borrowing rate and represents the obligation to make lease payments and it is recognized in 'Other liabilities'.

As a lessee, the Group identified lease agreements related to its head office, regional offices, commercial stores and project land. For the purpose of estimating the initial recognition of the lease liability and right-of-use asset were considered: the option to extend lease agreement for the same period for offices and the contractual term for commercial stores and land.

In determining the lease term, the Group considers all the facts and circumstances that create an economic incentive to exercise the option of extension, or not exercise a termination option. Extension options (or periods after the termination options) are included in the lease term only if the lease term is reasonably certain to be extended (or not terminated). The assessment is reviewed if there is a significant event or a significant change in circumstances that affects that assessment and is within the control of the Group. The contracts extension assessment affects the amounts of the recognized lease liabilities and rights-of-use assets.

In the statement profit or loss, an expense for depreciation of the right-of-use asset and an interest expense for the lease liability are recognized.

(m) Provisions

Provisions, including provision for maintenance of real estate and provision for civil, labor and tax risks are recognized when there is a present obligation (legal or constructive) as a result of a past event, that can be reliably estimated, and it is probable that a disbursement will be required to settle the obligation.

The amount recognized as a provision is the best estimate of the expenditure required to settle the obligation at the end of the reporting period, considering the risks and uncertainties inherent to such obligation.

When some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement is recognized when, and only when, it is certain that reimbursement will be received, and the amount can be reliably measured.

(n) Provision for maintenance of real estate (Warranties)

The Company and its subsidiaries offer warranty for construction defects limited to five years, in compliance with Brazilian legislation. To meet this commitment to the maintenance of real estate sold, without impacting future fiscal years and properly match revenues with costs, for each project under construction, it provides, on an estimated basis, amounts corresponding to a fixed percentage of the costs incurred in construction. This estimate is based on annually reviewed historical averages according to analysis by the Company's engineering department. The accruals are recognized in the profit or loss using the same criteria for the allocation of real estate development revenue, described in paragraph "a" above, from the date the related real estate units are sold.

(o) Treasury shares

Own equity instruments purchased by the Company are recognized at cost and deducted from equity. Transaction costs incurred on share buybacks are added to the purchase cost of such shares.

(p) Earnings per share

Basic earnings per share are calculated by dividing net profit (loss) attributed to the holders of common shares of the parent entity by the weighted average number of common shares outstanding during the year, less treasury shares, if any.

Diluted earnings per share are calculated by dividing net profit (loss) attributed to the holders of common shares of the parent entity by the weighted average number of common shares outstanding during the year, less treasury shares, if any, plus the number of common shares that would be issued assuming that the stock options would be exercised at a price lower than the market price.

(q) Long-term incentive programs

The Company has long-term incentive programs as part of its employee retention plan.

Stock option plan: The Company recognizes the issued options' costs under the straight-line basis over the vesting period, from grant date to the date the options become exercisable, with a corresponding adjustment in equity. Costs were determined based on the fair value of the options on the grant date using the Black & Scholes pricing model (Note 20 (e)).

Restricted shares: The Company recognizes the costs of shares to be issued using the straight-line basis during the required service period (vesting period), from grant date to the date on which the beneficiary acquires the right to receive the shares, with a corresponding adjustment in equity. Costs were determined based on the share price on the grant date.

(r) Use of estimates and judgements

The preparation of the financial statements requires the Company's Management to make estimates and adopt assumptions in its best judgment and based on historical experience and other factors considered relevant, which impact the amounts presented for certain assets and liabilities, as well as the amounts of revenues, costs and expenses in the presented fiscal years. Since Management's judgment involves estimates regarding the probability of future events, the actual amounts may differ from these estimates.

Significant estimates and assumptions are used on the accounting of revenue, that consider estimated budgeted cost of projects (item (a) above), provision for maintenance of real estate (item (n) above); depreciation and amortization on property and equipment and intangible asset items, subject to useful lives and the residual values estimates (items (h), (i) and (j) above); provisions for civil, labor and tax risks (item (m) above); long-term incentive programs (item (q) above), fair values of financial instruments and credit risk (item (e) above), goodwill on investments acquisitions (item (g) above).

The Group revises its estimates and assumptions at least annually. The effects arising from these revisions are recognized in the year when the estimates are revised if such revision impacts only such year, or also in subsequent years if the revision impacts both the current and future fiscal years.

(s) Functional, reporting currency and currency conversion

The Group's functional and presentation currency used in the consolidated and parent company financial statements is the Brazilian Real, except for the subsidiary MRV (US) Holdings Corporation and its subsidiaries whose functional currency is the US dollar. The Group translates the financial statements of this subsidiary, as follows:

- For assets and liabilities, the closing exchange rate is used;
- For income and expenses in the statement of income and comprehensive income and for cash flows, the average exchange rate for the period is used;

- All resulting exchange variations were recognized in other comprehensive income and accumulated in currency translation adjustments in equity. If the subsidiary is not a wholly owned subsidiary, the corresponding portion of the translation differences is attributed to non-controlling interest.

The financial information is presented in thousands of Brazilian reais, unless otherwise stated.

(t) Taxation

Current and deferred income tax, social contribution and taxes on sales are recognized in profit or loss, except when they correspond to items recognized in 'Other comprehensive income', or directly in equity, in which case current and deferred taxes are also recognized in 'Other comprehensive income' or directly in equity, respectively.

The income tax and social contribution, and taxes on sales expenses represent the sum of current and deferred taxes.

Deferred tax assets and liabilities are measured using the tax rates applicable for the period in which the liability is expected to be settled or the asset is expected to be realized, based on the tax rates set forth in the tax law prevailing at the end of each fiscal year, or when new legislation has been substantially approved. The measurement of deferred tax assets and liabilities reflects the tax consequences that would result from the way the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Income tax and social contribution

Current taxes

As allowed by prevailing tax legislation, the Group adopts the cash basis to calculate income from real estate development, and this income is used to determine taxable income.

The provision for income tax and social contribution is based on taxable income for the year. Taxable income differs from the profit reported in the statement of profit or loss, since it excludes income or expenses that are taxable or deductible in other years, as well as permanently nontaxable or nondeductible items. The provision for income tax and social contribution is calculated separately for each company based on the prevailing tax rates.

The Company and its subsidiaries in Brazil calculate income tax (IRPJ) and social contribution (CSLL) based on actual taxable income, deemed income or special taxation regime (RET) as detailed below:

- Actual taxable income - adopted by the Company. Under this taxation system, the income tax is calculated at the rate of 15%, plus a 10% surtax on taxable income above R\$240, and social contribution is calculated at the rate of 9%, and both take into consideration the offset of tax loss carryforwards, limited to 30% of taxable income per fiscal year.
- Special taxation regime (RET) - adopted by certain projects of the Company and subsidiaries. As allowed by Law 12024, of August 27, 2009, which amends Law 10931/2004 that created the RET, it was elected to submit these projects to the earmarked assets and opt for the RET. For these projects, the consolidated income tax and social contribution, and the security funding tax on revenue (COFINS) and the social integration program tax on revenue (PIS) charges are calculated at the total overall tax rate of 4% (1.92% for IRPJ and CSLL and 2.08% for PIS and COFINS) or 1% (0.47% for IRPJ and CSLL and 0.53% for PIS and COFINS) on gross revenue received.
- Deemed income - adopted by certain subsidiaries. Under the deemed income taxation system, each company's income for income tax and social contribution determination purposes is calculated on real estate revenue received at the 8 and 12 percent tax rates, respectively. The income tax and social contribution rates prevailing at the end of each fiscal year (15% plus a 10% surtax on income exceeding R\$240 per year for income tax, and 9% for social contribution) are levied on deemed income.

The subsidiary MRV (US) Holdings Corporation and subsidiaries whose tax jurisdiction is the United States calculates income tax based on rate of 25.35% on taxable profit, which considers profit before income tax, plus and/or less deductible and/or taxable incomes/expenses.

Deferred taxes

Deferred income tax and social contribution (“deferred taxes”) are fully recognized as prescribed by CPC 32 and IAS 12 *Income Tax* on the temporary differences between assets and liabilities recognized for tax purposes and related amounts recognized in the financial statements by applying the statutory tax rates in effect on the date the financial statements were prepared and applicable when such temporary differences reverse.

Deferred tax assets are recognized only to the extent that it is probable that future taxable income will be generated to realize such deferred tax assets or loss carryforwards. The realization of deferred tax assets is assessed at the end of each annual reporting period and, when it is no longer probable that future taxable income will be available to recover of all or part of the assets, they are adjusted to the expected recoverable amount.

Taxes on revenue

Revenue is stated net of taxes on sales (PIS and COFINS). For PIS and COFINS calculation purposes, the total tax rate is 9.25% for taxation based on actual taxable income, 3.65% under the deemed income taxation and 2.08% under the RET.

Financial income earned by legal entities subject to the noncumulative calculation regime is subject to a 0.65% PIS tax rate and a 4% COFINS tax rate.

(u) Assets and liabilities subject to inflation adjustment

Assets and liabilities denominated in Brazilian reais and subject to contractual or legal indexation are adjusted for inflation based on the relevant index at the end of the reporting period. Gains and losses arising from inflation adjustments are recognized on an accrual basis in the statement of profit or loss.

(v) Present value discount

Monetary assets and monetary liabilities are discounted to their present value based on an effective interest rate resulting from short- (if material) and long-term transactions, without yield or subject to: (i) embedded fixed interest; (ii) interest rates clearly below market rates for similar transactions; and (iii) inflation adjustment only, with no interest. The Group periodically assesses the effect of this policy.

(w) Operating segment

An operating segment performs business activities to earn revenues and incur expenses. The operating segments reflect the way Management makes decisions. The Company's Management identified the operating segments that meet the quantitative and qualitative disclosure standards, in accordance with the current management model (Note 21).

(x) Statement of added value

The Group prepares consolidated and parent company statements of added value in accordance with Brazilian Accounting Standard CPC 09 - *Demonstração do Valor Adicionado* (Statement of Added Value), which are presented as an integral part of the financial statements prepared in accordance with accounting practices adopted in Brazil, applicable to publicly held corporations, while for IFRS purposes they are presented as supplemental information.

3. New standards and interpretations issued but not yet effective

3.1. Adoption of new standards

There are no new standards or interpretation valid for the annual periods beginning on or after January 1st, 2024, which had material effects on the Group's interim financial statements. The Group decided not to early adopt any other standard, interpretation or amendment that have been issued, but are not yet in force.

3.2. New standards issued and not yet adopted

On the date of issue of the financial statements, the Group did not adopt the following IFRS (CPCs), already issued and not yet applicable:

- IFRS 18 - Presentation and disclosure of financial statements;
- Amendments to CPC 18 (R3) - Investment in associates, subsidiaries and controlled enterprises jointly and ICPC 09 - Individual financial statements, separate statements, consolidated statements and application of the equity equivalence method;
- Amendments to CPC 02 (R2) - Effects on changes in exchange rates and conversion of financial statements and CPC 37 (R1) - Initial adoption of international accounting standards;
- IFRS 19 - Subsidiaries without Public Obligation: Disclosure.

Management does not expect the adoption of the standards listed above to have a material impact on the Group's financial statements in future periods, except for the following standards:

IFRS 18 - Presentation and disclosure of financial statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 (equivalent to CPC 26 (R1) - Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the income statement, including totals and specified subtotals. In addition, entities are required to classify all revenues and expenses within the income statement into one of five categories: operating, investment, financing, income taxes and discontinued operations, of which the first three are new.

The standard also requires the disclosure of management-defined performance measures, subtotals of revenues and expenses, and includes new requirements for the aggregation and disaggregation of financial information based on the identified "functions" of the primary financial statements and explanatory notes.

The entity must apply IFRS 18 for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted, subject to approval by the local authority. The standard requires retrospective application with specific transition provisions. The impacts of adopting the standard are still being assessed by management.

4. Cash and cash equivalents

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Cash	2,027	198	2,020	186
Bank accounts	307,117	335,672	31,685	60,649
	309,144	335,870	33,705	60,835
Short-term investments:				
Savings deposits	3,433	-	2,120	-
Unrestricted investment funds	7,939	-	2,413	-
Bank deposit certificates (CDB)	68,395	17,672	68,395	14,389
Securities with repurchase agreement backed by debentures	25,652	53,225	-	34,019
	105,419	70,897	72,928	48,408
Total	414,563	406,767	106,633	109,243

In the year ended December 31, 2024, short-term investments yielded interest equivalent to 81.4% of Interbank Deposit rate (DI rate) in Consolidated and 94.6% DI rate in Parent company (93.3% DI rate in Consolidated and 99.6% DI rate in Parent company, for the year ended December 31, 2023). The short-term investments have immediate liquidity clauses, without any penalty on redemption, and are subject to an insignificant risk of change in value.

The Company assessed the credit risk of the counterparty of its financial investments as described in Note 25 (b).

5. Marketable securities

		Consolidated		Parent Company	
		12/31/24	12/31/23	12/31/24	12/31/23
Restricted investment funds	(i)	2,560,731	2,310,532	1,798,436	1,859,299
Unrestricted investment funds	(ii)	699,027	-	699,027	-
Investments from bank accounts	(iii)	240,522	404,742	81,353	144,161
Bank deposit certificates (CDB)	(iv)	18,670	55,364	17,391	51,942
Savings deposits	(v)	38,651	20,576	15,923	3,342
Escrow account	(vi)	63,688	42,545	-	-
Certificate of real estate receivables (CRI)	(vii)	81,706	28,896	-	-
Bank credit notes (CCB)		11,600	13,166	11,600	13,166
Total		3,714,595	2,875,821	2,623,730	2,071,910
Current		3,324,615	2,330,698	2,404,146	1,629,492
Noncurrent		389,980	545,123	219,584	442,418
		3,714,595	2,875,821	2,623,730	2,071,910

In the year ended December 31, 2024, marketable securities yielded interest equivalent to 114.7% DI rate in Consolidated and 117.9% DI rate in Parent company (87.6% DI rate in Consolidated and 85.6% DI rate in Parent company, for the year ended December 31, 2023).

- (i) The Group established restricted investment funds, managed by banks responsible for the custody of the assets and financial settlement of its transactions. The established funds aim at yielding interest equivalent to the DI rate. The funds invest in government and other banks securities and in other unrestricted investment funds, which in turn invest primarily in fixed-income securities. The balance includes subordinated shares of the Company's CRIs in the amount of R\$470,294, as described in Note 6 (e). The balance includes blocked amounts essentially resulting from collateral, as detailed in the table below.
- (ii) Refers to a foreign exchange investment fund, which aims to protect the payment of debt in dollars of its subsidiary MRV (US) Holdings Corporation in the United States, paid in January 2025.
- (iii) Refers to credits to be released by the financial institution upon proof of registration of the financing agreements that originated them.
- (iv) Bank deposit certificates (CDB) held as collateral for loans, financing and debentures and others, as detailed in the table below.
- (v) Savings deposits correspond to amounts contributed by the financial institution on the projects financed for contracting "Crédito Associativo" financing modality and are maintained in this condition until the funds are released by the financial institution when the contracts are signed by the customers or by real estate construction progress.
- (vi) Refers to escrow accounts of the subsidiary Resia to honor commitments substantially related to the land purchase and construction debt.
- (vii) Subordinated shares of CRIs of subsidiary Urba, as described in Note 6 (e).

The Group presents restricted amounts classified as marketable securities regarding granted guarantees, as shown below:

Blocked amounts guaranteeing:	12/31/24				
	Consolidated			Parent Company	
	Restricted investment funds	Bank certificates of deposit	Escrow account	Restricted investment funds	Bank certificates of deposit
Infrastructure works	30,006	2,469	-	27,328	2,358
Construction debt	323,770	14,679	52,659	323,770	13,512
Sold properties escrows	-	-	10,205	-	-
Other	665	1,522	824	665	1,521
Total	354,441	18,670	63,688	351,763	17,391

Blocked amounts guaranteeing:	12/31/23				
	Consolidated			Parent Company	
	Restricted investment funds	Bank certificates of deposit	Escrow account	Restricted investment funds	Bank certificates of deposit
Infrastructure works	115,008	49,947	-	99,369	49,895
Construction debt	-	3,370	40,062	-	-
Other	23,649	2,047	2,483	23,633	2,047
Total	138,657	55,364	42,545	123,002	51,942

In relation to item (i) of this note's first table, the breakdown of restricted investment funds portfolio, proportionately to the units held by the Company and subsidiaries, is as follows:

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Investment funds	1,626,662	1,555,622	1,142,427	1,251,819
Private bonds	40,697	143,516	28,582	115,488
Securities with repurchase agreement	18,109	-	12,718	-
Bank certificates of deposit (CDB)	66,365	1,891	46,609	1,521
Debentures	6,608	12,791	4,641	10,293
Private credit securities	332,030	123,040	233,189	99,011
Federal securities:				
Financial Treasury Bills (LFT)	406	18,008	285	14,491
National Treasury Notes - B (NTN-B)	292,339	369,419	205,314	297,274
National Treasury Bills (LTN)	150,293	70,252	105,553	56,532
Others federal securities	26,789	15,891	18,814	12,788
Others	433	102	304	82
Total	2,560,731	2,310,532	1,798,436	1,859,299

As of December 31, 2024, and 2023, the portfolio of investment funds is mainly comprised of highly liquid public and private bonds.

The Company assessed the credit risk of the counterparty of its financial investments as described in Note 25 (b).

6. Trade accounts receivable

(a) Composition and practice

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
<u>Receivables from:</u>				
Real estate development	7,311,724	5,780,051	3,047,671	2,459,740
Present value discount	(482,616)	(339,650)	(235,080)	(158,322)
Allowance for expected credit loss	(471,563)	(413,404)	(226,145)	(213,746)
	6,357,545	5,026,997	2,586,446	2,087,672
Current	3,136,528	2,593,205	1,259,388	1,071,408
Noncurrent	3,221,017	2,433,792	1,327,058	1,016,264
	6,357,545	5,026,997	2,586,446	2,087,672
Receivables from services provided, rents and other sales	345,729	257,328	151,779	110,560

The amounts related to receivables for real estate development include fixed-rate contracts with fixed installments, floating-rate contracts with interest rates that are lower than those of similar transactions and floating-rate contracts indexed to inflation which are interest free and discounted to present value using the Company's weighted average funding rate, less inflation indexers, and floating-rate contracts plus interest of 6% to 12% p.a. The rates used to discount to present value for sales performed during the year ended December 31, 2024, ranged from 0.45589% per month to 0.81445% per month (0.50532% per month to 0.81650% per month for the year ended December 31, 2023).

Floating-rate contracts are adjusted based on various financial indexers, mainly the National Construction industry Index (INCC-M) for the period before the delivery of the units and the Índice Nacional de Preços ao Consumidor Amplo Index (IPCA) for the period after the delivery of the units.

The agreements entered and to be entered with Caixa Econômica Federal (CEF), and other banks in "Crédito Associativo" modality correspond to approximately 43.5% of the balance of receivables from real estate development and unearned sales revenue, corresponding to R\$4,638,060, as of December 31, 2024 (40.6%, corresponding to R\$3,119,018, as of December 31, 2023). Of this same total, the agreements already entered with the above-mentioned financial institutions, correspond to 28.6% for CEF and 0.03% for other banks (32.3% and 0.03% as of December 31, 2023, respectively).

Note 2.2 (a) describes the policies used for the recognition of revenues earned on real estate operations, as summarized below:

- receivables were recognized up to the amount of real estate operations conducted in the year, including the related financial income, under the conditions described above, as applicable;
- the present value discount represents the portion of interest to be earned in future years, on the accrual basis and is realized to calculate revenue at its fair value, and the reversals of present value discount are recognized in profit or loss for the year, under caption “Revenue from real estate development”, during the period before the delivery of the units, and under caption “Financial income” during the period after the delivery of the units;
- receipts in excess of the recognized balances of receivables were recognized as advances from customers, in liabilities and are disclosed in Note 14; and
- sales revenue is allocated to statement of profit or loss as construction progresses, using the method called POC, which records the percentage of completion of each project, as described in Note 2.2 (a). The related land and construction additional costs inherent to the related developments of the units sold are allocated to profit or loss when incurred.

Discounts, rebates and returns are deducted directly from revenue from real estate development and refer substantially to cancellation of sale agreements for properties not yet delivered. The amounts related to cancellations comprise all the revenue earned, net of the contractual fine to reimburse expenses incurred by the Group.

As of December 31, 2024, the Group has trade accounts receivable pledged as collateral of construction financing totaling R\$3,848,513 (R\$3,144,386 on December 31, 2023).

(b) Allowance for expected credit loss

Changes in allowance for expected credit loss for the year ended December 31, 2024, and 2023 are as follows:

	Consolidated		Parent Company	
	2024	2023	2024	2023
Opening balance	(413,404)	(331,200)	(213,746)	(173,792)
Additions	(436,886)	(406,158)	(227,143)	(212,640)
Reversals	198,313	157,472	109,296	85,687
Write-offs	180,414	166,482	105,448	86,999
Closing balance	(471,563)	(413,404)	(226,145)	(213,746)
Current	(276,562)	(255,554)	(134,721)	(134,460)
Noncurrent	(195,001)	(157,850)	(91,424)	(79,286)
	(471,563)	(413,404)	(226,145)	(213,746)

For sales contracts with bank financing, customers are submitted to bank credit analysis before the sale occur. After receiving the approved amounts from the bank, including each client’s financing capacity, an internal credit analysis is performed, considering the client income committed considering the amounts that will be paid directly to the Group. If the established parameters are not met, additional guarantees may be required, such as the inclusion of guarantors. See note 25 (b) for credit risk.

(c) Unearned revenue and costs to be incurred

The balances of unearned gross sales revenue to be appropriated and cost to be incurred from real estate already contracted transactions, including related financial income, as applicable, are as follows:

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Unearned gross sales revenue [1]	4,314,182	2,664,594	1,788,828	1,055,059
Costs to be incurred [1]	(2,490,991)	(1,606,678)	(1,023,527)	(612,212)

[1] Does not include the impacts of future inflation, taxes on sales, financial charges, and maintenance costs.

(d) Aging

The amounts above, referring to receivables from real estate development and unearned sales revenue, have the following expectation of receipt:

Expectation of receipt	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
1 year	5,106,885	3,782,755	2,018,496	1,505,734
2 years	2,340,233	1,698,603	991,636	708,248
3 years	1,097,632	802,241	466,978	326,233
4 years	618,516	491,979	271,960	208,109
After 4 years	1,508,461	916,013	626,204	394,407
	10,671,727	7,691,591	4,375,274	3,142,731
Receivables from real estate development	6,357,545	5,026,997	2,586,446	2,087,672
Unearned sales revenue	4,314,182	2,664,594	1,788,828	1,055,059
	10,671,727	7,691,591	4,375,274	3,142,731

(e) Sale of receivables and credit assignment liability

In 2024, the Company start sale of receivable transaction in the global amount of R\$269,955. Until December 31, 2024, receivables by R\$218,201 were sold and derecognized, with a financial discount of R\$67,642 and recorded reserve fund's asset of R\$10,760.

In the year ended December 31, 2024, and 2023, in addition to the above-mentioned sale, the Group carried out other sales of receivable transactions that were derecognized and are detailed in the table below:

	MRV	Total operations 2024	MRV	URBA	URBA	Total operations 2023
Month / year of transaction	dec/24		mar/23	mar/23	jun/23	
Securitisation vehicle / Transferee	Inter		Inter	Opea	Opea	
Servicer role retained	Yes		Yes	No	No	
Derecognized receivables	15,993	15,993	49,762	39,840	55,064	144,666
(-) Assignment discount	-	-	1,396	931	7,591	9,918
Transaction size	15,993	15,993	48,366	38,909	47,473	134,748
(-) Reserve fund	-	-	-	-	473	473
(-) Expense fund and others	80	80	967	1,697	1,385	4,049
Net amount received	15,913	15,913	47,399	37,212	45,615	130,226

According to the accounting guideline mentioned in item 3.2.12 of CPC 48 / IFRS 9 - Financial instruments, the difference between the carrying amount of derecognized asset and the value of the consideration received, was recognized in profit or loss under the caption 'Financial expenses'.

To conclude on the derecognition from statements of financial position, the Company analyzed the transfer of risks and benefits of said asset according to item 3.2.7 of CPC 48 / IFRS 9 - Financial instruments, to this end, compared its exposure to the variability of the cash flows arising from the transferred asset before the transfer, with its exposure to the variability of post-transfer cash flows.

In the year ended December 31, 2024, and 2023, the Group carried out operations for the sale of receivables, substantially to back issuances of Certificates of Real Estate Receivables (CRI) for which credit assignment liabilities were recorded, as there was no derecognition of receivables and are detailed in the table below:

	MRV	MRV	URBA	MRV	MRV	URBA	MRV	MRV	MRV	URBA	MRV	MRV	URBA	Total operations 2024
Month of transaction	mar/24	mar/24	mar/24	jun/24	jun/24	jun/24	sep/24	sep/24	sep/24	sep/24	dec/24	dec/24	dec/24	
Type of receivable portfolio	Pró-soluto	Direct	Direct	Pró-soluto	Direct	Direct	Pró-soluto	Direct	Pró-soluto	Direct	Pró-soluto	Direct	Direct	
Remuneration	DI + 2.10% and IPCA + 10.63%	financing [1] and 7.90%	financing [1] and 9.00%	DI + 3.50%	IPCA + 7.00% and 7.87%	IPCA + 8.00% and 9.71%	DI + 2.25% and 5.25%	IPCA + 7.00% and 8.25%	1.09% p.m.	IPCA + 8.00% and 9.97%	DI + 1.9% e 4.55% and IPCA + 11.71%	IPCA + 7.00% and 10.56%	IPCA + 8.00% and 10.93%	
Original duration (months)	23	59	59	17	46	60	21	45	18	63	22	48	56	
Securitisation vehicle	True/Opea	True/Opea	True	True/Opea	True/Opea	True	True/Opea	True/Opea	True/Opea	n/a	True	Opea	True	True
Servicer role retained	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	
Credits assigned	366,259	307,060	84,565	250,519	292,741	51,249	287,868	222,041	60,552	59,041	357,329	257,309	51,380	2,647,913
(-) Assignment discount	78,459	(7,940)	4,399	20,519	(25,259)	2,573	66,868	(26,959)	10,899	1,279	90,229	(34,691)	320	180,696
Transaction size	287,800	315,000	80,166	230,000	318,000	48,676	221,000	249,000	49,653	57,762	267,100	292,000	51,060	2,467,217
(-) Reserve fund	-	21,263	2,417	-	21,465	1,443	-	16,808	-	1,461	-	19,710	1,500	86,067
(-) Expense fund and others	4,073	26,897	2,985	596	12,157	1,522	2,776	8,416	-	1,724	2,329	8,819	1,632	73,926
Net amount received	283,727	266,840	74,764	229,404	284,378	45,711	218,224	223,776	49,653	54,577	264,771	263,471	47,928	2,307,224

[1] The assigned receivables are guaranteed by the real estate units' mortgage.

	MRV	MRV	MRV	MRV	MRV	MRV	MRV	URBA	MRV	MRV	MRV	URBA	Total operations 2023
Month of transaction	mar/23	mar/23	jun/23	jun/23	sep/23	sep/23	sep/23	sep/23	dec/23	dec/23	dec/23	dec/23	
Type of receivable portfolio	Pró-soluto	Pró-soluto	Pró-soluto	Direct	Pró-soluto	Pró-soluto	Direct	Direct	Pró-soluto	Pró-soluto	Direct	Direct	
Remuneration	DI + 0.54% and IPCA + 10.06%	DI + 0.54% and IPCA + 10.06%	DI + 3.50% and IPCA + 9.88%	IPCA + 8.50% to 12.40%	DI + 3.50% and IPCA + 9.11%	DI + 1.52% and 4.16%	IPCA + 8.25% to 11.25%	IPCA + 8.00% to 10.55%	DI + 4.00%	1.03% p.m.	IPCA + 9.00% to 10.07%	IPCA + 8.00% to 10.55%	
Original duration (months)	21	21	22	56	23	23	58	48	19	20	61	55	
Securitisation vehicle	True/Opea	True/Opea	True/Opea	True/Opea	True/Opea	True/Opea	True/Opea	Opea	True/Opea	n/a	True/Opea	True/Opea	
Servicer role retained	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	
Credits assigned	225,675	212,429	321,899	192,848	167,611	176,462	131,057	41,892	290,838	114,134	330,479	80,198	2,285,522
(-) Assignment discount	13,575	12,229	26,899	30,848	13,611	13,162	13,057	3,429	28,338	8,049	22,679	3,653	189,529
Transaction size	212,100	200,200	295,000	162,000	154,000	163,300	118,000	38,463	262,500	106,085	307,800	76,545	2,095,993
(-) Reserve fund	12,800	12,700	57,000	6,000	25,600	26,700	5,700	1,481	-	-	30,164	2,594	180,739
(-) Expense fund and others	8,957	8,554	6,740	8,277	6,522	5,406	5,026	1,085	6,487	-	10,385	1,672	69,111
Installment to be received [2]	-	-	-	-	-	-	-	-	-	-	76,043	-	76,043
Net amount received	190,343	178,946	231,260	147,723	121,878	131,194	107,274	35,897	256,013	106,085	191,208	72,279	1,770,100

[1] The assigned receivables are guaranteed by the real estate units' mortgage.

[2] The receipt of these amounts was conditioned on the full distribution of the securities related to this transaction, being fully received in January 2024. On December 31, 2023, this amount was recorded under the line item "other assets" in current assets.

As per the accounting guideline mentioned in item 3.2.15 of CPC 48 / IFRS 9 - Financial instruments, the Group recorded 'Credit assignment liability', reserve and expenses fund assets, recorded under 'Other assets' and 'Prepaid expenses', respectively.

Changes in credit assignment liability in Consolidated are as follows:

	Consolidated	
	2024	2023
Opening balance	2,034,761	357,606
Additions	2,459,527	2,073,677
Interest	375,376	135,390
Reserve fund and expense fund use, net	(104,826)	(16,707)
Payments	(985,862)	(515,205)
Closing balance	3,778,976	2,034,761
Current	682,881	390,760
Noncurrent	3,096,095	1,644,001
	3,778,976	2,034,761

The accounting balance per operation is as follows:

Entity	Month of transaction	Type of receivable portfolio	Remuneration	Original duration (months)	Consolidated balance as of	
					12/31/24	12/31/23
MRV	dec/24	Pró-soluto	DI + 1.90% and 4.55% and IPCA + 11.71%	22	268,391	-
MRV	dec/24	Direct financing	IPCA + 7.00% and 10.56% [1]	48	290,706	-
URBA	dec/24	Direct financing	IPCA + 8.00% and 10.93% [1]	56	51,105	-
MRV	sep/24	Pró-soluto	DI + 2.25% and 5.25%	21	221,552	-
MRV	sep/24	Direct financing	IPCA + 7.00% and 8.25% [1]	45	238,210	-
MRV	sep/24	Pró-soluto	1.09% p.m.	18	45,044	-
URBA	sep/24	Direct financing	IPCA + 8.00% and 9.97% [1]	63	58,324	-
MRV	jun/24	Pró-soluto	DI + 3.50% [1]	17	176,863	-
MRV	jun/24	Direct financing	IPCA + 7.00% and 7.87% [1]	46	303,253	-
URBA	jun/24	Direct financing	IPCA + 8.00% and 9.71% [1]	60	46,579	-
MRV	mar/24	Pró-soluto	DI + 2.10% and IPCA + 10.63%	23	268,569	-
MRV	mar/24	Direct financing	IPCA + 7.00% and 7.90% [1]	59	294,761	-
URBA	mar/24	Direct financing	IPCA + 8.00% and 9.00% [1]	59	72,312	-
MRV	dec/23	Pró-soluto	DI + 4.00% [1]	19	200,705	260,284
MRV	dec/23	Pró-soluto	1.03% p.m	20	75,358	103,133
MRV	dec/23	Direct financing	IPCA + 9.00% to 10.07% [1]	61	271,551	306,684
URBA	dec/23	Direct financing	IPCA + 8.00% to 10.55% [1]	55	61,469	76,838
MRV	sep/23	Pró-soluto	DI + 3.50% and IPCA + 9.11%	23	107,752	141,745
MRV	sep/23	Pró-soluto	DI + 1.52% and 4.16%	23	111,695	148,553
MRV	sep/23	Direct financing	IPCA + 8.25% to 11.25%	58	91,705	114,694
URBA	sep/23	Direct financing	IPCA + 8.00% to 10.55% [1]	48	30,025	36,834
MRV	jun/23	Pró-soluto	DI + 3.50% and IPCA + 9.88%	22	174,561	247,315
MRV	jun/23	Direct financing	IPCA + 8.50% to 12.40%	56	120,227	151,457
MRV	mar/23	Pró-soluto	DI + 0.54% and IPCA + 10.06%	21	104,785	160,523
MRV	mar/23	Pró-soluto	DI + 0.54% and IPCA + 10.06%	21	93,474	143,969
MRV	sep/22	Pró-soluto	DI + 2.50% and IPCA + 10.64%	24	-	47,876
MRV	jun/22	Pró-soluto	DI + 2.50% and IPCA + 10.64%	25	-	40,654
MRV	jun/22	Pró-soluto	DI + 3.50% and IPCA + 9.00%	25	-	54,202
					3,778,976	2,034,761
Current					682,881	390,760
Noncurrent					3,096,095	1,644,001
					3,778,976	2,034,761

[1] For these receivables' sales transactions, due to the maintenance of subordinated shares, there was no derecognition.

For certain sales of receivables' transactions for which there was no derecognition of receivables, the Group has certain contractual obligations that must be fulfilled during the maturity period, such as replenishment of reserve funds, compulsory reimbursement obligations in cases of cancellations, as well as acquisition of subordinate series, as referenced above.

There are no other guarantees than those mentioned above and there are no contractual obligations that could lead to early maturity of the related liability.

7. Inventories (real estate for sale)

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Real estate under construction	3,956,696	3,839,505	1,750,252	1,773,610
Completed units	202,503	150,455	99,331	71,451
Landbank	4,351,301	4,341,474	2,218,500	2,557,819
Advances to suppliers	120,635	91,616	81,701	62,829
Materials stock	32,848	410	93	86
Total	8,663,983	8,423,460	4,149,877	4,465,795
Current	4,923,341	4,588,462	2,278,374	2,167,555
Noncurrent	3,740,642	3,834,998	1,871,503	2,298,240
	8,663,983	8,423,460	4,149,877	4,465,795

The inventories (real estate for sale) comprise real estate units for sale, both completed and under construction, and land for future developments.

As of December 31, 2024, of the total consolidated balance of real estate under construction and completed units, R\$3,199,637 refers to projects launched and R\$959,562 refers to projects started but not yet launched (R\$3,052,539 and R\$937,421 on December 31, 2023, respectively).

As of December 31, 2024, line items “Real estate under construction”, “Completed units” and “Landbank” includes capitalized financial charges, as detailed in Note 12 (d), totaling R\$902,654 and R\$543,033 in Consolidated and Parent company, respectively (R\$832,491 and R\$532,822 as of December 31, 2023, in Consolidated and Parent company, respectively). Land is transferred to line item ‘Real estate under construction’ when development of the respective project begins.

The Group has agreements with financial institutions to finance the construction of real estate (see Note 12). As of December 31, 2024, the Group has real estate under construction recognized in assets, used as collateral of loans and financing agreements, totaling R\$437,639 and R\$187,940 in Consolidated and Parent company, respectively (R\$441,138 and R\$183,774 on December 31, 2023, in Consolidated and Parent company, respectively).

Information on the net revenue amount generated by units under construction, incurred costs and recognized profits as of reporting date and the related criteria adopted for their recognition are described in Note 22.

8. Equity interests in investees

(a) The main information on equity interests is summarized as follows:

	12/31/24					2024					12/31/23					2023				
	Equity interest	Equity	Investments	Net income	Results from equity interest in investees	Equity interest	Equity	Investments	Net income	Results from equity interest in investees	Equity interest	Equity	Investments	Net income	Results from equity interest in investees	Equity interest	Equity	Investments	Net income	Results from equity interest in investees
Joint ventures:																				
MRL Engenharia e Empreendimentos S.A.																				
Cost	83.66%	(121,282)	(101,465)	(105,218)	(87,640)	82.70%	(16,078)	(13,297)	(24,219)	(19,928)										
Fair Value		-	7,182	-	(1,332)		-	8,514	-	(3,269)										
Goodwill		-	14,269	-	-		-	21,326	-	-										
Total MRL [1]		(121,282)	(80,014)	(105,218)	(88,972)		(16,078)	16,543	(24,219)	(23,197)										
Prime Incorporações e Construções S.A.																				
Cost	78.35%	186,727	146,301	78,396	61,548	78.30%	126,735	99,234	79,560	59,493										
Fair Value		-	-	-	(1,501)		-	1,123	-	(3,113)										
Goodwill		-	17,933	-	-		-	18,292	-	-										
Total Prime [2]		186,727	164,234	78,396	60,047		126,735	118,649	79,560	56,380										
Parque Castelo de Gibraltar SPE Ltda.	65.00%	1,540	1,001	(1,164)	(757)	65.00%	4,029	2,619	(766)	(498)										
Parque Castelo de Andorra SPE Ltda.	50.00%	1,334	667	(4,476)	(2,238)	50.00%	8,946	4,473	(305)	(153)										
SPEs and others (38)		57,803	108,963	(20,320)	(8,077)		89,210	81,990	4,171	(2,094)										
SCPs (34)		3,956	1,602	(8,105)	(4,856)		5,932	2,790	(8,807)	(5,596)										
Total Joint ventures		130,078	196,453	(60,887)	(44,853)		218,774	227,064	49,634	24,842										
Elimination of indirect participations		-	(411,212)	-	(95,607)		-	(428,373)	-	(109,351)										
Total Joint ventures		130,078	(214,759)	(60,887)	(140,460)		218,774	(201,309)	49,634	(84,509)										
Investments - Consolidated			355,233					281,424												
Net capital deficiency liability - Investments - Consolidated			(569,992)					(482,733)												
Total Joint ventures			(214,759)					(201,309)												
Subsidiaries:																				
MRV (US) Holdings Corporation	100.00%	898,421	898,421	(395,003)	(395,003)	100.00%	1,063,607	1,063,607	(58,161)	(58,161)										
MRV Construções Ltda.	95.00%	32,090	30,486	338	321	95.00%	31,751	30,163	59	56										
Urba Desenvolvimento Urbano S.A. [3]	54.55%	116,285	62,020	(29,578)	(14,977)	53.55%	145,706	75,722	(85,200)	(45,729)										
SCP Área Juliana	99.00%	1,404	1,390	(2,245)	(2,223)	99.00%	3,037	3,007	(7,585)	(7,509)										
SCP Atacadão 2	50.00%	9,003	4,502	2,013	1,007	50.00%	23,734	11,867	12,087	6,044										
SCP Gran Turques	50.00%	2,226	1,113	(854)	(427)	50.00%	11,105	5,553	13,355	6,678										
SCP MRV MRL Goiaba 1	50.00%	(1,136)	(568)	(2,601)	(1,301)	50.00%	(2,134)	(1,067)	(14,174)	(7,087)										
SCP MRV MRL Goiaba 2	50.00%	176	88	(15,695)	(7,848)	50.00%	12,207	6,104	3,555	1,778										
SCP MRV MRL Oásis	50.00%	12,536	6,268	(4,214)	(2,107)	50.00%	16,794	8,397	(13,184)	(6,592)										
SCP MRV MRL Reserva Vila Jardim	50.00%	3,582	1,791	(24,765)	(12,383)	50.00%	15,168	7,584	(11,775)	(5,888)										
SCP SV Rizzo	50.00%	23,550	11,775	22,574	11,287	50.00%	5,314	2,657	1,511	756										
SCP Trento 04	50.00%	(111)	(56)	(4,598)	(2,299)	50.00%	18,019	9,010	16,571	8,286										
SCP Trento 06	50.00%	10,918	5,459	17,815	8,908	65.00%	1,711	1,112	(20)	(13)										
SCPs 231		549,885	318,844	9,442	2,027		619,959	356,064	(4,181)	(8,022)										
MRV MDI Nasbe Incorporações SPE Ltda.	100.00%	(12,171)	(12,171)	(2,212)	(2,212)	100.00%	(22,965)	(22,965)	(19,126)	(19,126)										
Baleia LI SPE Ltda.	100.00%	5,042	5,042	(4,794)	(4,794)	100.00%	12,499	12,499	14,908	14,908										
Canto dos Pássaros SPE Ltda.	50.00%	10,573	5,287	23,230	11,615	50.00%	10,148	5,074	8,869	4,435										
Casasmias Santa Iria SPE Ltda.	60.00%	(18,867)	(11,320)	(17,085)	(10,251)	60.00%	(1,782)	(1,069)	(15,288)	(9,173)										
MD RN MRV Novas Nações SPE Ltda.	100.00%	18,501	18,501	4,523	4,523	100.00%	20,958	20,958	9,087	9,087										
MRV & MRL Paraná Incorporações SPE Ltda.	99.00%	23,710	23,473	21,892	21,673	99.00%	56,169	55,607	59,663	59,066										
MRV Cariacica Rio Marinho SPE Ltda.	100.00%	18,578	18,578	19,258	19,258	100.00%	10,641	10,641	6,669	6,669										
MRV Clube Espanhol Ltda QT01 SPE Ltda.	100.00%	3,304	3,304	61	61	100.00%	8,073	8,073	7,617	7,617										
MRV Espírito Santo Incorporações QP01 SPE Ltda.	100.00%	20,070	20,070	22,496	22,496	100.00%	1,462	1,462	929	929										
MRV Lincoln Veloso Incorporações SPE Ltda.	100.00%	4,363	4,363	(1,099)	(1,099)	100.00%	6,207	6,207	12,610	12,610										
MRV Lincoln Veloso Top Life Acaulco SPE Ltda.	100.00%	(6,476)	(6,476)	(5,543)	(5,543)	100.00%	78	78	(8,952)	(8,952)										
MRV LXXXV Incorporações SPE Ltda.	100.00%	101,246	101,246	47,126	47,126	100.00%	102,172	102,172	67,967	67,967										
MRV MD Lagoa Olhos D'Água SPE Ltda.	100.00%	13,000	13,000	3,424	3,424	100.00%	20,864	20,864	15,783	15,783										
MRV MDI Bahia Incorporações SPE Ltda.	100.00%	60,018	60,018	59,906	59,906	100.00%	44,912	44,912	52,689	52,689										
MRV MDI Praia da Baleia I SPE Ltda.	100.00%	15,269	15,269	31,828	31,828	100.00%	962	962	2,071	2,071										
MRV Minas Incorporações SPE Ltda.	100.00%	32,086	32,086	10,596	10,596	100.00%	20,593	20,593	9,039	9,039										
MRV MRL 20 de Janeiro SPE Ltda.	100.00%	20,343	20,343	8,926	8,926	100.00%	12,517	12,517	11,501	11,501										
MRV MRL Baía da Babitonga SPE Ltda.	100.00%	(22,049)	(22,049)	(28,720)	(28,720)	100.00%	6,219	6,219	(13,819)	(13,819)										
MRV MRL Plural 2 Incorporações SPE Ltda.	100.00%	339	339	(328)	(328)	100.00%	5,686	5,686	10,241	10,241										
MRV MRL Plural 3 Incorporações SPE Ltda.	100.00%	5,565	5,565	707	707	100.00%	16,493	16,493	15,593	15,593										
MRV MRL RJ e Grande Rio SPE Ltda.	50.00%	200,450	100,225	28,962	14,481	50.00%	143,211	71,606	117,515	58,758										
MRV Prime Centro Oeste SPE Ltda.	50.00%	41,990	20,995	28,619	14,310	50.00%	2,187	1,094	(450)	(225)										
MRV Prime III Incorporações SPE Ltda.	99.00%	7,124	7,053	6,850	6,782	99.00%	1,617	1,601	(72)	(71)										
MRV Prime Incorporações Palmas Topos Q501 SPE Ltda.	40.00%	14,928	5,971	19,527	7,811	40.00%	587	235	5,131	2,052										
MRV Prime Incorporações Mato Grosso do Sul SPE Ltda.	50.00%	169,628	84,814	151,216	75,608	50.00%	77,708	38,854	79,889	39,945										
MRV Prime LXIV Incorporações SPE Ltda.	99.00%	72,911	72,182	80,601	79,795	99.00%	173,372	171,638	160,206	158,604										
MRV Prime Projeto Campo Grande J SPE Ltda.	50.00%	2,903	1,452	276	138	50.00%	21,046	10,523	17,476	8,738										
MRV Prime Projeto MT D2 SPE Ltda.	50.00%	802	401	8,518	4,259	50.00%	11,849	5,925	12,245	6,123										
MRV Prime Projeto MT E Incorporações SPE Ltda.	50.00%	(808)	(404)	(930)	(465)	50.00%	30,816	15,408	27,583	13,792										
MRV Prime Projeto Palmas D SPE Ltda.	40.00%	638	255	5,955	2,382	40.00%	17,252	6,901	19,754	7,902										
MRV XC Incorporações SPE Ltda.	100.00%	340,188	340,188	343,904	343,904	100.00%	177,050	177,050	193,002	193,002										
MRV XCI Incorporações Ltda QU01 SPE Ltda.	100.00%	19,131	19,131	17,877	17,877	100.00%	4,343	4,343	1,994	1,994										
MRV XCV Incorporações QR01 SPE Ltda.	100.00%	26,832	26,832	23,258	23,258															

- [1] In February 2021, the Company acquired an additional equity interest in this joint venture, reaching 73.56% for the amount of R\$62,868, representing 70,796,496 shares, without obtaining control. MRL's net assets were valued at fair value, thus, the transaction generated a capital gain of R\$26,132 and additional goodwill to the previously recorded goodwill of R\$24,925. Of the consideration transferred, R\$21,171 (R\$18,813 net of AVP), recorded under caption "Payables for investment acquisition", R\$7,057 was paid in May 2022, R\$7,057 was reversed in December 2024 as opposed to the registered goodwill and R\$7,057 will be paid in May 2028. Additionally, on the same date, it signed a forward share purchase agreement for R\$33,591 (R\$32,574 net of AVP) representing 44,778,181 shares, recorded under caption "Other liabilities" and its counterpart in caption "other assets", in non-current, being R\$3,206 paid in May 2022, R\$3,206 paid in May 2023, R\$3,206 paid in May 2024 all representing 14,442,164 shares and R\$23,973 to be paid in May 2028, with the possibility of settlement being lower, as they depend on the financial performance of MRL. As a result of these payments, the Company reached a share of 83.66%. This transaction generated an adjustment on this investment's fair value of R\$6,521 and the reversal of the previously recorded goodwill of R\$13,893, as its settlement was lower than expected, as a result of MRL's financial performance and other assets of R\$3,206. Goodwill will be tested for impairment as required by CPC 01/IAS 36.
- [2] In December 2021, the Company signed a forward share purchase agreement for the acquisition of the entire interest in Prime Incorporações e Construções S.A., in 04 annual deliveries from 2022 to 2025, with the first delivery on April 30, 2022. In this first delivery of 1,535,620 shares equivalent to 10.79% of the interest, the Company disbursed R\$36,021, reaching a 68.67% interest, without obtaining control. Additionally, in the context of this agreement, for the remaining interest acquired, represented by 4,882,660 shares, the Company recorded R\$44,741 (R\$34,348 net of AVP) under caption "other liabilities" against "other assets" in non-current, being R\$14,414 paid in May 2023, R\$1,152 paid in May 2024 and R\$29,175 to be paid in June 2029, and their settlement may be lower, as they depend on Prime's financial performance. As a result of these payments, the Company reached a share of 78.35%. Prime's net assets were valued at fair value, thus, the transaction generated a fair value adjustment of R\$6,833, goodwill of R\$17,933 and other assets of R\$11,089. Of the transferred consideration of R\$36,021, R\$34,256 were paid in cash and R\$1,765 will be paid at the end of the transaction and are recorded in caption "Payables for investment acquisition". Goodwill will be tested for impairment as required by CPC 01/IAS 36.
- [3] As of December 31, 2024, unrealized profit of R\$1,413 raised from sales of lots were eliminated (R\$2,304 on December 31, 2023).

Some subsidiaries have restrictions on transferring cash to the Company, based on their option for the equity segregation called "Patrimônio de afetação" (Earmarked assets) that establishes the permanence of amounts in cash accounts that ensure the continuity and delivery of uncompleted units to future customers. On December 31, 2024, the restricted amounts for distribution amounted to R\$268,032 (R\$234,545, as of December 31, 2023).

(b) Changes in equity investments are as follows:

	Opening balance	Capital subscription (reduction and profits distributions)	Proposed dividends	Results from equity interest in investees	Others	Closing balance
Year ended December 31, 2024:						
Joint Ventures:						
MRL Engenharia e Empreendimentos S.A.						
Cost	(13,297)	-	-	(87,640)	(528)	(101,465)
Fair value	8,514	-	-	(1,332)	-	7,182
Goodwill	21,326	-	-	-	(7,057)	14,269
Total MRL	16,543	-	-	(88,972)	(7,585)	(80,014)
Prime Incorporações e Construções S.A.						
Cost	99,234	-	(14,588)	61,548	107	146,301
Fair value	1,123	-	-	(1,501)	378	-
Goodwill	18,292	-	-	-	(359)	17,933
Total Prime	118,649	-	(14,588)	60,047	126	164,234
Parque Castelo de Gibraltar SPE Ltda.	2,619	(861)	-	(757)	-	1,001
Parque Castelo de Andorra SPE Ltda.	4,473	(1,568)	-	(2,238)	-	667
SPEs and others (38)	81,990	35,050	-	(8,077)	-	108,963
SCPs (34)	2,790	3,668	-	(4,856)	-	1,602
Total Joint Ventures	227,064	36,289	(14,588)	(44,853)	(7,459)	196,453
Elimination of indirect ownership	(428,373)	-	-	(95,607)	112,768	(411,212)
Total Joint Ventures	(201,309)	36,289	(14,588)	(140,460)	105,309	(214,759)
Investments - Consolidated	281,424	32,702	(14,588)	(40,813)	96,508	355,233
Net capital deficiency liability - Investments - Consolidated	(482,733)	3,587	-	(99,647)	8,801	(569,992)
Total Joint Ventures	(201,309)	36,289	(14,588)	(140,460)	105,309	(214,759)
Subsidiaries:						
MRV (US) Holdings Corporation [1]	1,063,607	7,405	-	(395,003)	222,412	898,421
MRV Construções Ltda.	30,163	2	-	321	-	30,486
Urba Desenvolvimento Urbano S.A.	75,722	302	-	(14,977)	973	62,020
MRV LXXXV Incorporações SPE Ltda.	102,172	(48,052)	-	47,126	-	101,246
MRV Prime LXIV Incorporações SPE Ltda.	171,638	(179,251)	-	79,795	-	72,182
MRV XC Incorporações SPE Ltda.	177,050	(180,766)	-	343,904	-	340,188
SCPs (241)	410,288	(54,323)	-	(5,359)	-	350,606
SPEs and others (513) [2]	742,980	(298,388)	-	374,656	(122,093)	697,155
Capitalized interest	238,145	-	-	(60,308)	107,049	284,886
Total of subsidiaries	3,011,765	(753,071)	-	370,155	208,341	2,837,190
Total of subsidiaries and Joint Ventures	3,238,829	(716,782)	(14,588)	325,302	200,882	3,033,643
Investments - Individual	3,563,258	(761,825)	(14,588)	537,854	200,882	3,525,581
Net capital deficiency liability - Investments - Individual	(324,429)	45,043	-	(212,552)	-	(491,938)
Total of subsidiaries and Joint Ventures	3,238,829	(716,782)	(14,588)	325,302	200,882	3,033,643
Year ended December 31, 2023:						
Investments - Consolidated	191,366	60,208	(14,795)	(52,376)	97,021	281,424
Net capital deficiency liability - Investments - Consolidated	(421,256)	(19,033)	-	(32,133)	(10,311)	(482,733)
Total Joint Ventures	(229,890)	41,175	(14,795)	(84,509)	86,710	(201,309)
Investments - Individual	3,389,372	(475,003)	(14,795)	700,073	(36,389)	3,563,258
Net capital deficiency liability - Investments - Individual	(232,354)	20,827	-	(112,902)	-	(324,429)
Total of subsidiaries and Joint Ventures	3,157,018	(454,176)	(14,795)	587,171	(36,389)	3,238,829

[1] Other refer to currency translation adjustments.

[2] Others refer to companies divested in the context of the Luggo segment business.

(c) The main information of the Company's joint ventures, directly and indirectly invested is summarized as follows:

	12/31/24						12/31/23					
	MRL	Prime	Pq. Castelo de Gibraltar SPE Ltda	Pq. Castelo de Andorra SPE Ltda	SPEs and others (38)	SCPs (34)	MRL	Prime	Pq. Castelo de Gibraltar SPE Ltda	Pq. Castelo de Andorra SPE Ltda	SPEs and others (38)	SCPs (34)
Current assets	141,532	111,329	1,874	4,153	37,687	7,130	134,463	55,294	2,703	8,782	65,129	7,642
Noncurrent assets	467,504	377,871	2,640	4,945	174,574	5,430	481,744	399,209	3,318	7,420	187,647	5,229
	609,036	489,200	4,514	9,098	212,261	12,560	616,207	454,503	6,021	16,202	252,776	12,871
Current liabilities	111,493	33,573	838	2,513	95,602	3,312	72,442	82,504	691	2,487	94,962	3,416
Noncurrent liabilities	618,825	268,900	2,136	5,251	58,856	5,292	559,843	245,264	1,301	4,769	68,604	3,523
Equity	(121,282)	186,727	1,540	1,334	57,803	3,956	(16,078)	126,735	4,029	8,946	89,210	5,932
	609,036	489,200	4,514	9,098	212,261	12,560	616,207	454,503	6,021	16,202	252,776	12,871
Total interest %	83.66	78.35	65.00	50.00	30 to 70	32 to 95	82.70	78.30	65.00	50.00	30 to 70	32 to 95

	2024						2023					
	MRL	Prime	Pq. Castelo de Gibraltar SPE Ltda	Pq. Castelo de Andorra SPE Ltda	SPEs and others (38)	SCPs (34)	MRL	Prime	Pq. Castelo de Gibraltar SPE Ltda	Pq. Castelo de Andorra SPE Ltda	SPEs e outras (38)	SCPs (34)
Net operating revenue	-	-	302	(1,081)	33,921	21	-	-	(786)	7,930	70,131	619
Cost of real estate sold	-	-	(1,533)	(2,419)	(34,752)	(2,979)	-	-	(489)	(6,762)	(40,888)	(4,208)
Operating income (expenses)	(10,914)	(19,100)	(42)	(1,080)	(16,546)	(5,189)	(11,736)	(19,266)	(118)	(1,140)	(22,312)	(5,362)
Results from equity interest in investees	(28,253)	129,378	-	-	-	-	26,785	112,071	-	-	-	-
Financial results	(66,051)	(31,882)	126	140	(1,956)	68	(39,268)	(13,245)	640	(113)	306	188
Income tax and social contribution	-	-	(17)	(36)	(987)	(26)	-	-	(13)	(220)	(3,066)	(44)
(Loss) net income for the year	(105,218)	78,396	(1,164)	(4,476)	(20,320)	(8,105)	(24,219)	79,560	(766)	(305)	4,171	(8,807)
Total interest %	83.66	78.35	65.00	50.00	30 to 70	32 to 95	82.70	78.30	65.00	50.00	30 to 70	32 to 95

Note: Some percentages and other amounts of items (a) to (c) in all tables above have been rounded to facilitate their presentation. Thus, some totals presented in the tables may not represent the exact arithmetical sum of the amounts above.

The total asset split related to the Group's projects that have real estate development equity segregation, as of December 31, 2024, and 2023, are as follows:

	Consolidated			
	12/31/24		12/31/23	
Projects under Law 10931/04 (segregate estates)	12,835,192	43.61%	10,803,344	43.09%
Silent partnerships (SCPs)	315,346	1.07%	336,219	1.34%
Special Purpose Entities (SPEs)	309,848	1.05%	339,561	1.35%
Other entities	10,105,096	34.34%	7,907,594	31.54%
Projects with segregation	23,565,482	80.07%	19,386,718	77.32%
Balances without segregation	5,865,205	19.93%	5,684,984	22.68%
Total Consolidated	29,430,687	100.00%	25,071,702	100.00%

9. Investment property

Investment properties are held to obtain rental revenues or for capital appreciation and, depending on market conditions, sale of the residential projects and are demonstrated as follows:

Description	Average annual depreciation rates	Cost	Accumulated depreciation	Net cost 12/31/24	Fair value with level measurement	Fair value 12/31/24	Net cost 12/31/23
Buildings	2.56%	2,239,291	(8,118)	2,231,173	3	2,553,215	255,727
Properties under construction		965,175		965,175	3	1,028,411	2,204,704
Landbank		1,702,598	-	1,702,598	3	1,879,437	1,113,107
Right of use		115,294	-	115,294		115,294	99,590
Subtotal Resia		5,022,358	(8,118)	5,014,240		5,576,357	3,673,128
Properties under construction		135,096	-	135,096	3	157,339	237,933
Landbank		61,222	-	61,222		61,222	62,482
Subtotal Subsidiaries		5,218,676	(8,118)	5,210,558		5,794,918	3,973,543
Properties under construction		313	-	313	3	313	8,932
Landbank		51,336	-	51,336		51,336	51,051
Subtotal Parent Company [1]		51,649	-	51,649		51,649	59,983
Buildings		2,239,291	(8,118)	2,231,173		2,553,215	255,727
Properties under construction		1,100,584	-	1,100,584		1,186,063	2,451,569
Landbank		1,815,156	-	1,815,156		1,991,995	1,226,640
Right of use		115,294	-	115,294		115,294	99,590
Total Consolidated [1]		5,270,325	(8,118)	5,262,207		5,846,567	4,033,526

[1] Stated at cost, as mentioned in the investment property policy described in note 2.2 (c).

As of December 31, 2024, this line item includes capitalized financial charges, as detailed in Note 12 (e), totaling R\$431,969 in Consolidated (R\$219,296 as of December 31, 2023).

The fair value of the Group's investment properties, used only for disclosure purposes, was internally calculated and considered the operating stage of each asset, as detailed below:

Land

Mainly maintained at book value as they refer to recent acquisitions.

Projects under construction

Resia: Calculated using the discounted cash flow technique, considering vacancy rates estimated at 5.00%, discount and capitalization rates between 5.00% to 5.75% p.a.

Luggo: Calculated using the market approach technique, based mainly on the 'Investment Agreement' signed with Brookfield Asset Management, for the purchase of these projects.

Significant changes in the discount and capitalization rates, considered for the calculation of the fair value of completed and under construction projects, may result in significant changes in the fair value of investment properties.

Changes in balances of investment property for the year ended December 31, 2024, and 2023 were as follows:

	Consolidated		Parent Company	
	2024	2023	2024	2023
Opening balance	4,033,526	4,096,163	59,983	131,394
Additions	919,496	1,577,933	3,588	15,863
Transfer from (investment property to inventories) inventories to investment property	(109,320)	(62,149)	(2,343)	(60,926)
Transfer to subsidiaries	-	-	(8,697)	(22,027)
Transfer to noncurrent assets held for sale	(389,487)	(1,397,638)	-	-
Capitalized interest	200,972	192,381	-	-
Write-off of capitalized interest	(40,381)	(8,597)	-	-
Write-off due to asset sale	(410,286)	(88,623)	-	(4,321)
Depreciation	(8,177)	-	(882)	-
Currency translation adjustments	1,065,864	(275,944)	-	-
Closing balance	5,262,207	4,033,526	51,649	59,983

Noncurrent assets held for sale

Changes in investment property, classified as noncurrent assets held for sale, are as follows:

	Consolidated	
	2024	2023
Opening balance	891,196	-
Transfer from investment propertie	389,487	1,397,638
Additions	159,496	69,895
Write-off due to asset sales	(581,869)	(549,229)
Capitalized interest	2,081	1,249
Write-off of capitalized interest	(30,546)	-
Currency translation adjustments	239,590	(28,357)
Closing balance [1]	1,069,435	891,196

[1] As of December 31, 2024, the fair value of this group of assets amounts to R\$1,134,423 and refers to Tributary Village and Dallas National Apartm. developments, all own by the subsidiary Resia.

10. Property and equipment

Changes in property and equipment for the year ended December 31, 2024, and 2023 are as follows:

Consolidated	Average annual depreciation rates	Opening balance	Addition	Write-off	Transfer	Currency translation adjustments	Closing balance
Year ended December 31, 2024:							
<u>Cost:</u>							
Right-of-use		271,146	106,899	-	-	41,931	419,976
Buildings, facilities and leasehold improvements		57,396	3,861	(1,270)	-	1,614	61,601
Aircraft and vehicles in use		48,988	480	(332)	-	50	49,186
Machinery and equipment		902,051	167,582	(12,994)	722	35,892	1,093,253
Furniture and fixtures		5,354	3,154	(876)	(151)	828	8,309
IT equipment and installations		9,371	8,828	(642)	-	1,884	19,441
Sales booths, stores and model apartments		121,856	14,152	(19,631)	8,205	-	124,582
Works in progress		10,237	19,891	(400)	(8,776)	605	21,557
Total cost		1,426,399	324,847	(36,145)	-	82,804	1,797,905
<u>Accumulated depreciation:</u>							
Right-of-use	Sundry	69,651	34,159	-	-	3,742	107,552
Buildings, facilities and leasehold improvements	11.87%	41,674	5,773	(98)	(143)	586	47,792
Aircraft and vehicles in use	10.01%	5,768	3,525	(129)	-	5	9,169
Machinery and equipment	12.47%	268,275	45,089	(2,990)	143	5,984	316,501
Furniture and fixtures	10.00%	3,681	592	(75)	(146)	380	4,432
IT equipment and installations	20.00%	6,791	1,713	(92)	146	621	9,179
Sales booths, stores and model apartments	25.19%	51,400	23,461	(17,068)	-	-	57,793
Total accumulated depreciation		447,240	114,312	(20,452)	-	11,318	552,418
Total property and equipment, net		979,159	210,535	(15,693)	-	71,486	1,245,487
Year ended December 31, 2023:							
Total property and equipment, net		778,390	217,154	(3,880)	-	(12,505)	979,159

Parent Company	Average annual depreciation rates	Opening balance	Addition	Write-off	Transfer	Closing balance
Year ended December 31, 2024:						
<u>Cost:</u>						
Right-of-use		164,321	19,425	-	-	183,746
Buildings, facilities and leasehold improvements		47,055	-	(132)	-	46,923
Aircraft and vehicles in use		48,947	-	(122)	-	48,825
Machinery and equipment		761,821	164,881	(1,302)	2,859	928,259
Furniture and fixtures		2,644	1,410	(78)	-	3,976
IT equipment and installations		5,670	55	-	-	5,725
Sales booths, stores and model apartments		57,440	3,290	(13,367)	2,878	50,241
Works in progress		3,924	5,421	-	(3,918)	5,427
Total cost		1,091,822	194,482	(15,001)	1,819	1,273,122
<u>Accumulated depreciation:</u>						
Right-of-use	Sundry	64,475	16,947	-	-	81,422
Buildings, facilities and leasehold improvements	11.87%	36,082	4,724	(98)	(143)	40,565
Aircraft and vehicles in use	10.01%	5,728	3,520	(86)	-	9,162
Machinery and equipment	12.47%	242,113	43,611	(490)	2,211	287,445
Furniture and fixtures	10.00%	2,488	76	(75)	-	2,489
IT equipment and installations	20.00%	4,669	419	-	-	5,088
Sales booths, stores and model apartments	25.19%	29,381	10,004	(12,114)	(185)	27,086
Total accumulated depreciation		384,936	79,301	(12,863)	1,883	453,257
Total property and equipment, net		706,886	115,181	(2,138)	(64)	819,865
Year ended December 31, 2023:						
Total property and equipment, net		611,267	99,013	(3,614)	220	706,886

As described in Note 2.2 (h), the Group reviews the useful lives of property and equipment items on an annual basis, at the end of each annual reporting period. The amounts regarding "Aluminum molds" included in line item "Machinery and equipment" by R\$612,004 in Consolidated and R\$611,353 in Parent Company (net of depreciation) have its depreciation method based on use, which on average are 500 uses, thus they were not considered in the average annual depreciation rates of that line item.

As of December 31, 2024, and 2023 there are no assets pledged as collateral.

11. Intangible assets

Changes in intangible assets for the year ended December 31, 2024, and 2023 are as follows:

Consolidated	Opening balance	Addition	Write-off	Transfer	Currency translation adjustments	Closing balance
Year ended December 31, 2024:						
<u>Cost:</u>						
Software development	332,550	7,803	(81)	35,802	4,701	380,775
Software license	57,249	-	-	-	-	57,249
Intangibles under development	37,354	41,449	(22)	(35,802)	-	42,979
Trademarks and patents	24,000	-	-	-	-	24,000
Total cost	451,153	49,252	(103)	-	4,701	505,003
<u>Accumulated amortization:</u>						
Software development	214,613	49,443	-	-	1,849	265,905
Software license	56,534	684	-	-	-	57,218
Total accumulated amortization	271,147	50,127	-	-	1,849	323,123
Total intangible assets	180,006	(875)	(103)	-	2,852	181,880
Year ended December 31, 2023:						
Total intangible assets	181,082	(586)	-	-	(490)	180,006

Parent Company	Opening balance	Addition	Write-off	Transfer	Closing balance
Year ended December 31, 2024:					
<u>Cost:</u>					
Software development	314,318	2,238	-	35,668	352,224
Software license	57,245	-	-	-	57,245
Intangibles under development	36,368	40,763	-	(35,668)	41,463
Trademarks and patents	24,000	-	-	-	24,000
Total cost	431,931	43,001	-	-	474,932
<u>Accumulated amortization:</u>					
Software development	207,136	45,403	-	-	252,539
Software license	56,529	684	-	-	57,213
Total accumulated amortization	263,665	46,087	-	-	309,752
Total intangible assets	168,266	(3,086)	-	-	165,180
Year ended December 31, 2023:					
Total intangible assets	173,006	(4,740)	-	-	168,266

The amount classified as "trademarks and patents" refers to property rights acquisition of trademark "MRV Engenharia", which contractual value is supported by economic studies. Since it is an intangible asset with an indefinite useful life, its amortization is not expected. This assessment is based on the unforeseeability of the period during which this asset will generate economic benefits for the Group.

The average annual amortization rate for "Software development" and "Software license" is 20%.

Amortization expenses on intangible assets are allocated to line items 'Cost of real estate sold and services', 'Selling expenses', and 'General and administrative expenses', in the statement of profit or loss, according to the nature and allocation of each intangible asset. No intangible assets were pledged as collateral for liabilities.

12. Loans, financing and debentures

(a) Loans, financing and debentures:

The position of loans, financing and debentures as of December 31, 2024, and 2023, is as follows:

Type	Currency	Maturity of principal	Effective rate p.a.	12/31/24			12/31/23
				Current	Noncurrent	Total	Total
Parent Company:							
Debenture - 11 th Issue - 3 rd series	R\$	9/23 and 9/24	IPCA + 6.47%	-	-	-	85,732
Debenture - 12 th Issue - 2 nd series	R\$	7/24 and 7/25	DI + 1.79%	27,200	-	27,200	54,817
Debenture - 13 th Issue (CRI)	R\$	3/24 to 9/24	DI + 0.83%	-	-	-	121,808
Debenture - 14 th Issue (CRI)	R\$	5/24	100.4% DI + 0.28%	-	-	-	363,731
Debenture - 15 th Issue	R\$	11/22 to 11/25	DI + 1.19%	75,902	-	75,902	151,697
Debenture - 16 th Issue	R\$	4/23 to 4/25	DI + 1.69%	34,335	-	34,335	68,770
Debenture - 18 th Issue	R\$	8/25	DI + 2.54%	522,759	-	522,759	524,706
Debenture - 19 th Issue (CRI)	R\$	4/29 to 4/31	IPCA + 5.87%	5,493	500,461	505,954	453,791
Debenture - 21 st Issue (CRI)	R\$	2/28 and 2/29	IPCA + 6.92%	19,985	802,963	822,948	748,536
Debenture - 22 nd Issue - 1 st series (CRI)	R\$	9/28 to 9/30	IPCA + 8.48%	7,116	382,389	389,505	350,747
Debenture - 22 nd Issue - 2 nd series (CRI)	R\$	9/30 to 9/32	IPCA + 8.68%	4,292	222,086	226,378	201,499
Debenture - 23 rd Issue	R\$	6/25	DI + 3.41%	118,411	-	118,411	104,490
Debenture - 24 th Issue - 1 st series (CRI)	R\$	12/27	110.5% DI + 0.65%	182	32,768	32,950	32,863
Debenture - 24 th Issue - 2 nd series (CRI)	R\$	12/27 and 12/28	DI + 1.86%	363	65,292	65,655	65,483
Debenture - 24 th Issue - 3 rd series (CRI) [1]	R\$	12/28	13.38%	1,242	239,088	240,330	239,765
Debenture - 24 th Issue - 4 th series (CRI)	R\$	12/29	IPCA + 7.25%	187	66,025	66,212	63,060
Debenture - 25 th Issue	R\$	3/28 and 3/29	DI + 1.87%	10,182	300,000	310,182	-
Debenture - 26 th Issue	R\$	6/28 and 6/29	DI + 2.02%	392	150,000	150,392	-
Debenture - 27 th Issue	R\$	6/28 and 6/29	DI + 1.91%	52	100,000	100,052	-
Debenture - 28 th Issue - 1 st series (CRI)	R\$	10/29	110% DI + 0.59%	11,938	538,669	550,607	-
Debenture - 28 th Issue - 2 nd series (CRI)	R\$	10/30 and 10/31	IPCA + 8.68%	1,510	103,879	105,389	-
(-) Funding cost				(17,639)	(75,124)	(92,763)	(84,712)
Total debentures and CRI - Parent Company				823,902	3,428,496	4,252,398	3,546,783
Construction financing	R\$	6/24 to 5/29	TR + 8.42%	59,882	428,013	487,895	342,473
Construction financing	R\$	4/25 to 7/27	DI + 2.08%	99	5,654	5,753	78,918
Construction financing	R\$	1/25 to 10/26	Savings deposits + 3.81%	36,284	2,144	38,428	62,118
Construction financing	R\$	7/24 to 1/27	TLP + 2.73%	56,959	75,000	131,959	156,801
Commercial notes - 1 st issue	R\$	8/24 a 5/25	DI + 3.50%	-	-	-	152,736
(-) Funding cost				-	-	-	(819)
Total loans and financing - Parent Company				153,224	510,811	664,035	792,227
Total Parent Company				977,126	3,939,307	4,916,433	4,339,010
Subsidiaries:							
Debenture - 3 rd Issue - Urba (CRI)	R\$	3/24	DI + 1.10%	-	-	-	60,054
Debenture - 4 th Issue - Urba	R\$	4/23 to 4/25	DI + 1.71%	-	-	-	27,508
Debenture - 5 th Issue - Urba	R\$	4/27	DI + 2.02%	1,875	80,000	81,875	81,948
Debenture - 6 th Issue - Urba	R\$	5/25	DI + 3.71%	-	-	-	111,715
Debenture - 7 th Issue - Urba	R\$	3/28 and 3/29	DI + 2.01%	4,123	120,000	124,123	-
Debenture - 8 th Issue - Urba	R\$	11/27 to 11/29	DI + 1.97%	1,452	150,000	151,452	-
(-) Funding cost				(823)	(2,123)	(2,946)	(2,411)
Total debentures and CRI - Subsidiaries				6,627	347,877	354,504	278,814
Project loans	US\$	2/25	Libor + 2.75%	-	-	-	226,718
Project loans	US\$	11/25	WSJ Prime + 0.35%	131,481	-	131,481	66,093
Project loans	US\$	3/25 to 4/26	9.48% to 11.50%	235,667	30,429	266,096	259,634
Project loans	US\$	8/25 and 1/26	Sofr + 2.25% and 2.90%	236,181	412,351	648,532	319,129
Project loans	US\$	4/25	Bsby + 2.35%	-	-	-	316,147
Project loans	US\$	3/25 to 5/27	Term sofr + 2.25% and 5.88%	215,300	477,878	693,178	-
Loan agreements [2]	US\$	2/25 and 2/26	3.80% to 4.37%	684,329	804,999	1,489,328	1,181,161
Loan agreements	US\$	11/25	WSJ Prime + 0.35%	51,792	-	51,792	-
Loan agreements	US\$	3/25 to 9/25	Term sofr + 3.20% and 3.88%	435,443	-	435,443	-
Construction financing	R\$	3/24 to 11/29	TR + 8.47%	66,295	478,555	544,850	416,922
Construction financing - Urba	R\$	3/24 to 2/27	TR + 9.30%	5,367	6,146	11,513	15,795
Construction financing	R\$	4/23 to 12/27	DI + 2.43%	19,589	8,308	27,897	122,498
Construction financing - Urba	R\$	4/23 to 12/27	DI + 2.39%	10,748	7,875	18,623	21,446
Construction financing	R\$	12/24 to 10/26	Savings deposits + 4.92%	3,259	126	3,385	22,208
Construction financing	R\$	7/24 to 1/27	TLP + 2.33%	99,869	89,174	189,043	264,029
(-) Funding cost				(1,307)	(173)	(1,480)	(2,333)
Total loans and financing - Subsidiaries				2,194,013	2,315,668	4,509,681	3,229,447
Total subsidiaries				2,200,640	2,663,545	4,864,185	3,508,261
Total Consolidated				3,177,766	6,602,852	9,780,618	7,847,271

[1] Measured at fair value through profit or loss, once they were designated as hedged items, according to hedge accounting methodology, as detailed in Note 25 (a).

[2] As mentioned in Note 25 (a), for these debts' interests, the Company hired derivative financial instruments (swaps) to hedge its exposure to US dollar plus fixed rate, by pegging interest to DI rate.

Loans, financing and debentures - Noncurrent assets held for sale

Changes in loans, financing and debentures classified as noncurrent assets held for sale are as follows:

	Consolidated	
	2024	2023
Opening balance	480,029	-
Transfer from loans, financing and debentures	211,448	800,200
Funding	24,798	178,589
Accrued interest	48,949	19,592
Amortization of funding costs	-	1,214
Repayment of principal	(311,254)	(471,236)
Payment of financial charges	(66,376)	(33,054)
Currency translation adjustments	120,237	(15,276)
Closing balance	507,831	480,029

Key features of the Group's loans, financing and debentures are as follows:

Type	Serie	Qty	Funding date	Repayment of principal	Interest payment	Maturity of principal	Contractual rate (p.a.)	Effective rate (p.a.)
Debenture - 12 th Issue	2 nd	5,130	8/18	Annual	Semiannual	7/24 and 7/25	DI + 1.70%	DI + 1.79%
Debenture - 15 th Issue	Single	300,000	11/19	Annual	Semiannual	11/22 to 11/25	DI + 1.06%	DI + 1.19%
Debenture - 16 th Issue	Single	100,000	4/20	Annual	Semiannual	4/23 to 4/25	DI + 1.50%	DI + 1.69%
Debenture - 18 th Issue	Single	500,000	8/20	Bullet payment	Semiannual	8/25	DI + 2.40%	DI + 2.54%
Debenture - 19 th Issue (CRI)	Single	400,000	4/21	Annual	Semiannual	4/29 to 4/31	IPCA + 5.43%	IPCA + 5.87%
Debenture - 21 st Issue (CRI)	Single	700,000	2/22	Annual	Semiannual	2/28 and 2/29	IPCA + 6.60%	IPCA + 6.92%
Debenture - 22 nd Issue - (CRI)	1 st	347,928	9/22	Annual	Semiannual	9/28 to 9/30	IPCA + 6.48%	IPCA + 8.48%
Debenture - 22 nd Issue - (CRI)	2 nd	202,072	9/22	Annual	Semiannual	9/30 to 9/32	IPCA + 6.74%	IPCA + 8.68%
Debenture - 23 rd Issue	Single	97,380	6/23	Bullet payment	Bullet payment	6/25	DI + 2.20%	DI + 3.41%
Debenture - 24 th Issue - (CRI)	1 st	32,768	12/23	Bullet payment	Semiannual	12/27	110.5% DI	110.5% DI + 0.65%
Debenture - 24 th Issue - (CRI)	2 nd	65,292	12/23	Annual	Semiannual	12/27 and 12/28	DI + 1.25%	DI + 1.86%
Debenture - 24 th Issue - (CRI)	3 rd	239,088	12/23	Bullet payment	Semiannual	12/28	12.60%	13.38%
Debenture - 24 th Issue - (CRI)	4 th	62,852	12/23	Bullet payment	Semiannual	12/29	IPCA + 6.69%	IPCA + 7.25%
Debenture - 25 th Issue	Single	300,000	3/24	Annual	Semiannual	3/28 and 3/29	DI + 1.70%	DI + 1.87%
Debenture - 26 th Issue	Single	150,000	6/24	Annual	Semiannual	6/28 and 6/29	DI + 1.70%	DI + 2.02%
Debenture - 27 th Issue	Single	100,000	7/24	Annual	Semiannual	6/28 and 6/29	DI + 1.70%	DI + 1.91%
Debenture - 28 th Issue (CRI)	1 st	538,669	10/24	Bullet payment	Semiannual	10/29	110% DI	110% DI + 0.59%
Debenture - 28 th Issue (CRI)	2 nd	102,755	10/24	Annual	Semiannual	10/30 and 10/31	IPCA + 8.05%	IPCA + 8.68%
Debenture - 5 th Issue - Urba	Single	80,000	4/22	Bullet payment	Semiannual	4/27	DI + 1.75%	DI + 2.02%
Debenture - 7 th Issue - Urba	Single	120,000	3/24	Annual	Semiannual	3/28 and 3/29	DI + 1.85%	DI + 2.01%
Debenture - 8 th Issue - Urba	Single	150,000	12/24	Annual	Semiannual	11/27 to 11/29	DI + 1.65%	DI + 1.97%
Construction financing	-	-	Sundry	Sundry	Monthly	3/24 to 11/29	TR + 8.45%	TR + 8.45%
Construction financing - Urba	-	-	Sundry	Sundry	Monthly	3/24 to 2/27	TR + 9.30%	TR + 9.30%
Construction financing	-	-	Sundry	Sundry	Monthly	4/23 to 12/27	DI + 2.39%	DI + 2.39%
Construction financing - Urba	-	-	Sundry	Sundry	Monthly	4/23 to 12/27	DI + 2.39%	DI + 2.39%
Construction financing	-	-	Sundry	Sundry	Monthly	12/24 to 10/26	Savings deposits + 3.90%	Savings deposits + 3.90%
Construction financing	-	-	Sundry	Sundry	Sundry	7/24 to 1/27	TLP + 2.50%	TLP + 2.50%
Project loans	-	-	Sundry	Bullet payment	Bullet payment	8/25 and 1/26	Sofr + 2.25% and 2.90%	Sofr + 2.25% and 2.90%
Project loans	-	-	Sundry	Bullet payment	Monthly	3/25 to 4/26	9.48% to 11.50%	9.48% to 11.50%
Project loans	-	-	3/23	Bullet payment	Bullet payment	11/25	WSJ Prime + 0.35%	WSJ Prime + 0.35%
Project loans	-	-	Sundry	Bullet payment	Monthly	3/25 to 5/27	Term sofr + 2.25% and 5.88%	Term sofr + 2.25% and 5.88%
Loan agreements	-	-	Sundry	Bullet payment	Semiannual	2/25 and 2/26	3.80% to 4.37%	3.80% to 4.37%
Loan agreements	-	-	3/23	Bullet payment	Bullet payment	11/25	WSJ Prime + 0.35%	WSJ Prime + 0.35%
Loan agreements	-	-	Sundry	Monthly	Monthly	3/25 to 9/25	Term sofr + 3.20% and 3.88%	Term sofr + 3.20% and 3.88%

The 19th, 21st, 22nd, 24th and 28th issue of debentures of the Company were carried out to back transactions of certificates of real estate receivables.

The debentures issued by the Company are simple, nonconvertible, registered, book-entry.

Funding during the year ended December 31, 2024, is as follows:

Type	Currency	Funding date	Repayment of principal	Interest payment	Maturity of principal	Contractual rate (p.a.)	Amount [1]
Debenture - 25 th Issue	R\$	3/24	Annual	Semiannual	3/28 and 3/29	DI + 1.70%	300,000
Debenture - 26 th Issue	R\$	6/24	Annual	Semiannual	6/28 and 6/29	DI + 1.70%	150,000
Debenture - 27 th Issue	R\$	7/24	Annual	Semiannual	6/28 and 6/29	DI + 1.70%	100,000
Debenture - 28 th Issue - 1 st series	R\$	10/24	Bullet payment	Semiannual	10/29	110% DI	538,669
Debenture - 28 th Issue - 2 nd series	R\$	10/24	Annual	Semiannual	10/30 and 10/31	IPCA + 8.05%	102,755
Construction financing	R\$	Sundry	Sundry	Monthly	8/23 to 5/29	TR + 8.42%	762,523
Construction financing	R\$	Sundry	Sundry	Monthly	10/24 to 6/27	DI + 2.08%	27,658
Construction financing	R\$	Sundry	Sundry	Monthly	11/24 to 1/27	Savings deposits + 3.81%	6,998
Total - Parent Company							<u>1,988,603</u>
Debenture - 7 th Issue - Urba	R\$	3/24	Annual	Semiannual	3/28 and 3/29	DI + 1.85%	120,000
Debenture - 8 th Issue - Urba	R\$	12/24	Annual	Semiannual	11/27 to 11/29	DI + 1.65%	150,000
Construction financing	R\$	Sundry	Sundry	Monthly	4/22 to 11/29	TR + 8.47%	1,012,965
Construction financing	R\$	Sundry	Sundry	Monthly	12/23 to 3/27	DI + 2.43%	23,560
Construction financing	R\$	Sundry	Sundry	Monthly	9/24 to 2/27	Savings deposits + 4.92%	4,041
Construction financing - Urba	R\$	Sundry	Sundry	Monthly	1/24 to 4/27	DI + 2.39%	5,637
Project loans	US\$	Sundry	Bullet payment	Bullet payment	10/25 to 4/26	9.48% to 10.97%	70,112
Project loans	US\$	Sundry	Bullet payment	Bullet payment	5/25 to 1/26	Sofr + 2.25% to 4.25%	337,535
Project loans	US\$	Sundry	Bullet payment	Bullet payment	2/26	Bsby + 2.25%	98,065
Project loans	US\$	Sundry	Bullet payment	Bullet payment	9/25 and 5/27	Term sofr + 3.00% to 4.25%	126,022
Project loans	US\$	Sundry	Bullet payment	Bullet payment	11/25	WSJ Prime + 0.35%	113,745
Loan agreements	US\$	Sundry	Bullet payment	Bullet payment	11/25	WSJ Prime + 0.35%	96,684
Loan agreements	US\$	Sundry	Bullet payment	Quarterly	12/24	Sofr + 2.89%	269,601
Loan agreements	US\$	9/24	Monthly	Monthly	9/25	Term sofr + 3.20%	107,840
Total - Subsidiaries							<u>2,535,807</u>
Total - Consolidated							<u>4,524,410</u>

[1] Gross of funding costs.

Changes in loans, financing and debentures are as follows:

	Consolidated		Parent Company	
	2024	2023	2024	2023
Opening balance	7,847,271	7,429,176	4,339,010	4,312,171
Funding	4,499,612	4,129,867	1,988,603	1,524,714
Accrued interest	829,151	805,884	512,143	524,795
Fair value adjustment	99,625	(78,694)	99,625	(78,694)
Funding costs	(37,383)	(59,592)	(24,130)	(54,517)
Amortization of funding costs	27,405	16,522	16,898	13,740
Repayment of principal	(3,340,548)	(2,715,019)	(1,604,022)	(1,421,147)
Payment of financial charges	(682,310)	(712,471)	(411,694)	(482,052)
Transfer to noncurrent assets held for sale	(211,448)	(800,200)	-	-
Currency translation adjustments	749,243	(168,202)	-	-
Closing balance	9,780,618	7,847,271	4,916,433	4,339,010

During the year ended December 31, 2024, the Company paid in advance:

- Construction financing in the amount of R\$518,374, with maturities between March 2024 to August 2029, subjects to contractual rates of TR + 8.30% to TR + 9.91% p.a., DI + 2.08% to DI + 2.67% p.a., savings deposits + 3.00% to savings deposits + 5.00% p.a. and TLP + 3.15% p.a.
- Commercial notes - 1st issue in the amount of R\$152,494, with maturities between April 2024 to May 2025, subjects to contractual rates of DI + 2.95% p.a.
- Debenture – 4th and 6th issue of the subsidiary Urba in the amount of R\$124,782, with maturities in April and May 2025, subjects to contractual rates of DI + 1.50% p.a. and DI + 2,65% p.a.

(b) Guarantees and surety

The types of guarantees for loans, financing and debentures as of December 31, 2024, are as follows:

	Consolidated						Total
	Debentures	Bank credit notes	Construction financing	Project loans	Loan agreements	Noncurrent assets held for sale	
Collateral / surety	-	-	-	1,203,269	1,976,563	126,955	3,306,787
Collateral / receivables	-	-	1,138,344	536,018	-	380,876	2,055,238
No guarantees	1,696,683	3,005,928	321,002	-	-	-	5,023,613
Total [1]	1,696,683	3,005,928	1,459,346	1,739,287	1,976,563	507,831	10,385,638

[1] Amounts of loan, financing and debentures gross of funding cost.

Construction financing agreements are collateralized by receivables (see Note 6) or mortgage of land (see Note 7).

The Company guaranteed loans, financing and debentures obtained by joint ventures from financial institutions, as described below:

Guarantees, warranties and surety	Start	Maturity	Amount
MRL Engenharia e Empreendimentos S.A.	3/21	3/26	75,730
	9/21	9/26	177,742
	4/22	4/27	102,343
	12/23	12/26	120,130
	12/24	11/29	252,542
Prime Incorporações e Construções S.A.	9/21	9/26	220,556
	4/22	4/27	51,172
			1,000,215

(c) Aging

Aging of loans, financing and debentures by maturity, gross of funding cost, is as follows:

After the reporting period	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
1 year	3,705,366	1,863,488	994,765	921,342
2 years	2,168,189	2,675,749	243,037	1,032,096
3 years	744,143	1,525,343	292,673	269,669
4 years	1,284,675	293,530	1,115,430	144,715
After 4 years	2,483,265	2,059,465	2,363,291	2,056,719
Total	10,385,638	8,417,575	5,009,196	4,424,541

(d) Allocation of financial charges

	Consolidated		Parent Company	
	2024	2023	2024	2023
Gross financial charges [1]	1,071,493	998,481	670,166	638,957
Capitalized financial charges on:				
Real estate under construction and landbank	(379,652)	(400,713)	(186,814)	(208,017)
Investment property	(203,053)	(193,630)	-	-
Equity interest in investees	-	-	(112,479)	(108,427)
Amounts recognized in financial result (Note 24)	488,788	404,138	370,873	322,513
<u>Financial charges</u>				
Opening balance	1,051,787	756,195	770,967	658,898
Currency translation adjustments	80,773	(9,312)	-	-
Capitalized financial charges	582,705	594,343	299,293	316,444
Charges allocated to profit or loss:				
Cost of real estate sold and services provided (Note 23)	(301,226)	(259,928)	(173,544)	(150,385)
Other operating income (expenses), net	(79,416)	(29,511)	(8,489)	(9,714)
Results from equity interest in investees (Note 8)	-	-	(60,308)	(44,276)
Closing balance	1,334,623	1,051,787	827,919	770,967
Capitalized financial charges related to:				
Real estate under construction and landbank (Note 7)	902,654	832,491	543,033	532,822
Equity interest in investees (Note 8)	-	-	284,886	238,145
Investment property (Note 9)	431,969	219,296	-	-
	1,334,623	1,051,787	827,919	770,967

[1] Includes interest on loans, financing and debentures, gains or losses on swap operations and other bank fees.

During the year ended December 31, 2024, total financial charges capitalized on loans, financing and debentures represented an average charge rate of 11.78% p.a. (14.10% p.a. for the year ended December 31, 2023).

(e) Contractual commitments

Related to financial ratios:

Some debentures and loans have obligations related to financial ratios compliance, determined and reviewed on a quarterly basis by the fiduciary agent, as follows:

Description	Required ratio
(Net debt + properties payable) to Equity	Lower than 0.65
(Receivables + unearned revenue + inventories) to (Net debt + properties payable + unrecognized cost)	Higher than 1.6 or lower than 0

- Net debt for the 12th issuance of the Group's debentures corresponds to the total current and noncurrent loans and financing, less construction loans and permanent loan from Resia (collectively referred to as Project loans) and financing received under the Housing Financial System and the financing granted by the Real Estate Investment Fund of the Severance Pay Fund (FI-FGTS) and less cash, banks, and short-term investments;
- Net debt for the 18th, 19th, 21st, 22nd, 23rd, 24th, 25th, 26th, 27th, 28th, 5th (Urba), 7th (Urba) and 8th (Urba) issuance of the Group's debentures corresponds to total current- and noncurrent loans and financing, less construction loans and permanent loans from Resia (collectively referred to as Project loans) and financing obtained from the Real Estate Investment Fund of the Severance Indemnity Fund - FI-FGTS, minus cash, bank and financial investments;
- Properties payable corresponds to the sum of line item 'Land payables' in current and noncurrent liabilities, less the land acquired through barter, if any.
- Equity represents the value presented in the statement of financial position.
- Receivables corresponds to the total current and noncurrent receivables, disclosed in the financial statements.
- Unearned revenue corresponds to the balance disclosed in notes to the consolidated financial statements related to the sales already contracted of uncompleted real estate units, not disclosed in the statement of financial position in compliance with accounting practices adopted in Brazil.
- Inventories correspond to the amount presented in line item 'Real estate for sale', current and noncurrent, in the statement of financial position.
- Unrecognized cost corresponds to costs to be incurred related to the sales of uncompleted projects.

On December 31, 2024, the Group was in compliance with the restrictive clauses of its loan, financing and debenture agreements.

Other contractual commitments:

The Group is subject to certain contractual requirements under the loan, financing, and debentures agreements that must be complied throughout the debt period, such as: comply with the payments provided for in the agreements; items related to discontinuation of activities, bankruptcy or insolvency; items related to any judicial measure that may affect the guarantees given in contracts; not to transfer rights on contracts without the consent of financial agents; obtaining the mandatory insurance of project and assets; guarantee completeness of data provided to financial agents; not to have significant changes in statutory structure, without observance of the respective laws, and in the stock control; proving the allocation of funds raised in the projects described in the agreements; provide requested information within contractual deadlines; not to occur cases provided for in Articles 333 and 1425 of the Civil Code; do not perform operations that are not in accordance with its corporate purpose; comply with the statutory, legal and regulatory provisions in force; ensuring compliance with all laws, rules and regulations in any jurisdiction in which conducts businesses or have assets; not to exceed the ceiling of protested bills; guarantee maintenance of the ability to honor the guarantees provided in the agreements; keeping licenses valid for the business operation; expropriation, nationalization (or similar) of assets or shares, by any governmental authority; no completion of the construction project within the contractual period; delay or shutdown of the construction project without proper justification accepted by the financial agent; sell, mortgage, demolition, alterations in order to compromise the maintenance or fulfillment of the guarantee given, without previous and express consent of the financial agent, requirement of a certain risk qualification by the contracted agency, among others. Failure to comply with the mentioned covenants could result in early maturity of the agreements.

13. Land payables

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
INCC	176,341	286,499	82,828	118,468
IGP-M	41,426	39,791	27,353	39,155
IPCA	128,274	252,456	16,531	83,859
DI	496,507	338,186	247,004	194,518
TR	1,691	10,927	1,520	8,957
Non-indexed	2,596,839	2,568,709	1,143,666	1,397,416
Present value discount	(45,702)	(77,660)	(22,100)	(43,931)
Total	3,395,376	3,418,908	1,496,802	1,798,442
Current	934,260	898,135	429,852	367,719
Noncurrent	2,461,116	2,520,773	1,066,950	1,430,723
	3,395,376	3,418,908	1,496,802	1,798,442

As of December 31, 2024, 'Land payables' include financial barterers in the amount of R\$2,496,032 in Consolidated and R\$1,089,911 in Parent company (R\$2,362,538 and R\$1,306,552 as of December 31, 2023, in Consolidated and Parent company, respectively). Interest from updating these balances is fully capitalized under the caption 'Inventories – Real estate for sale' and is appropriated to profit or loss upon the respective development and sale of real estate units. Capitalization of these costs ceases when the related assets are ready for their intended use or sale.

Present value discount for the land payments was calculated according to criteria described in Note 2.2 (v).

Some land suppliers assigned their receivables to financial institutions, with changes, in some cases, in the original conditions of the liability when the operation was carried out, related to interest rate and payment terms, and of the total accounts payable for land acquisition as of December 31, 2024, R\$769,011 (R\$640,394 as of December 31, 2023) refers to this type of operations in which the financial institution became a creditor of these amounts, with said balances being maintained under the original caption of 'accounts payable for acquisition of land', as this accounts payable already has the nature of onerous liability and is considered for the purposes of calculating the financial ratios required in the loans, financing and debentures (see note 12 (e)). These balances are substantially indexed to the DI, INCC and IPCA rates + 0% to 11% p.a., of the total, R\$361,771 (R\$300,329 as of December 31, 2023) refer to financial exchange due to the fact that the creditors are entitled to receive a portion of the general sales value of the developments to be merged if this exceeds the amounts calculated based on the agreed minimum remuneration.

Several land acquisition agreements have clauses that allow the resolution without any burden to the Company, if certain conditions are not met or reached. These conditions mainly include obtaining legal, municipal or state approvals (incorporation permits, construction licenses, etc.), technical and commercial viability of the projects and obtaining construction financing.

As of December 31, 2024, R\$802,245 in Consolidated and Parent company, of total 'Land payables', involves repayments linked to the above-mentioned conditions, therefore only will occur if and when the projects become feasible, this is when the Company obtains the respective approvals (R\$1,011,399 as of December 31, 2023).

Changes in land payables in Consolidated are as follows:

	Consolidated	
	2024	2023
Opening balance	3,418,908	4,292,641
Additions	890,323	881,628
Cancellations	(198,355)	(974,310)
Payments	(774,340)	(832,012)
Interest and present value discount	58,840	50,961
Closing balance	3,395,376	3,418,908

Aging of 'Land payables is as follows:

Periods after the reporting period	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
1 year	934,260	898,135	429,852	367,719
2 years	1,508,475	1,213,690	332,737	347,495
3 years	233,754	416,851	127,817	321,517
4 years	270,141	233,857	240,133	188,557
After 4 years	448,746	656,375	366,263	573,154
Total	3,395,376	3,418,908	1,496,802	1,798,442

14. Customers advances

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Proceeds in advance	218,519	202,701	117,030	103,690
Advances for barterers	209,174	245,926	123,895	149,394
	427,693	448,627	240,925	253,084
Current	269,384	290,165	146,046	170,857
Noncurrent	158,309	158,462	94,879	82,227
	427,693	448,627	240,925	253,084

Several barter agreements have clauses that allow the resolution without any burden to the Company, if certain conditions are not met or reached. These conditions mainly include obtaining legal, municipal or state approvals (incorporation permits, construction licenses, etc.), technical and commercial viability of the projects and obtaining construction financing.

As of December 31, 2024, R\$103,441 in Consolidated and Parent company, of total 'Advance for barterers', involves obligations linked to the above-mentioned conditions, therefore only will occur if and when the projects become feasible, this is when the Company obtains the respective approvals (R\$101,301 as of December 31, 2023).

Advances from customers are broken down as follows:

Periods after the reporting period	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
1 year	269,384	290,165	146,046	170,857
2 years	90,432	96,145	49,412	50,440
After 2 years	67,877	62,317	45,467	31,787
Total	427,693	448,627	240,925	253,084

Proceeds in advance

In sales of uncompleted units, proceeds that exceed recognized sales revenue are recorded in line item 'Advances from customers', classified in current and noncurrent liabilities, as shown above, according to the expected construction schedule. These balances are not subject to financial charges.

Advances for barterers

Advances for barterers refer to commitments assumed on land bank purchases for real estate projects and are settled during construction evolution until the unit delivery, according to the underlying contracts.

Bank guarantees provided for land purchases, including barter arrangements and infrastructure works of the Company and its investees are summarized as follows:

Periods after the reporting period	12/31/24	12/31/23
1 year	624,810	720,086
2 years	-	10,076
	624,810	730,162

Besides bank guarantees, advances for barterers are covered by property delivery insurance policy, as described in Note 29.

15. Payroll and related liabilities

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Salaries and wages	37,621	33,963	17,139	15,966
Payroll benefits	29,942	26,491	13,299	12,001
Accrued vacation, 13 th salary and related benefits	103,051	94,759	50,238	47,156
Provision for employees and management profit sharing	65,398	67,491	45,000	38,000
Other	2,619	1,831	1,283	1,065
Total	238,631	224,535	126,959	114,188

Employee and management profit sharing, as provided for by prevailing legislation, can be either under voluntary programs maintained by companies or agreements with employees or labor unions.

16. Tax payables

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Income tax and social contribution	15,517	30,078	5,329	4,503
Taxes on revenue (PIS and COFINS)	102,659	91,972	87,354	74,098
Withheld third parties taxes	17,643	15,179	8,806	7,217
Taxes withheld on interest on salaries	15,879	13,693	11,718	10,356
Other	5,134	2,338	(67)	(251)
Total	156,832	153,260	113,140	95,923

As of December 31, 2024, amounts of recoverable taxes, essentially arising from tax credits claimed on the costs incurred on units sold (PIS and COFINS) and short-term investments (IRRF) are R\$193,198 and R\$143,806 in Consolidated and Parent company, respectively (R\$137,821 and R\$102,358 as of December 31, 2023, respectively), and are classified in line item 'Recoverable taxes', in current assets.

17. Provision for maintenance

Changes in provision for maintenance of real estate are as follows:

	Consolidated		Parent Company	
	2024	2023	2024	2023
Opening balance	278,504	243,841	135,634	127,930
Additions	136,416	134,206	57,095	65,618
Write-off	(84,231)	(99,543)	(44,347)	(57,914)
Closing balance	330,689	278,504	148,382	135,634
Current	106,446	78,145	53,344	45,251
Noncurrent	224,243	200,359	95,038	90,383
	330,689	278,504	148,382	135,634

As of December 31, 2024, and 2023, amounts corresponding to 2.20% of the total construction cost actually incurred were accrued.

18. Provision for civil, labor and tax risks

The Company and its subsidiaries are parties to lawsuits and administrative proceedings before courts and governmental bodies, arising in the normal course of their operations, involving essentially civil and labor matters. Accordingly, recognize provisions in sufficient amounts to cover contingent liabilities related to proceedings for which a probable cash disbursement is expected.

Based on information from its legal counsel and the analysis of the ongoing proceedings and previous court and administrative decisions, the Company's management believes that the provision recognized for probable unfavorable outcomes is sufficient to cover estimated losses and to ensure that the final decision on each proceeding will not have a significant impact on its financial position.

Changes in provision are as follows:

	Opening balance	Additions	Reversals	Payments	Inflation adjustment	Closing balance
Consolidated:						
Civil	57,080	133,950	(13,728)	(119,507)	9,945	67,740
Labor	50,918	20,370	(7,459)	(23,950)	8,737	48,616
Others	452	2,042	(460)	(1,324)	122	832
Total - year 2024	108,450	156,362	(21,647)	(144,781)	18,804	117,188
Total - year 2023	72,829	160,764	(11,550)	(128,343)	14,750	108,450
Parent Company:						
Civil	29,860	76,092	(7,453)	(65,403)	5,433	38,529
Labor	43,105	16,452	(7,105)	(20,905)	7,259	38,806
Others	341	1,569	(456)	(847)	101	708
Total - year 2024	73,306	94,113	(15,014)	(87,155)	12,793	78,043
Total - year 2023	49,715	100,058	(5,417)	(81,286)	10,236	73,306

The total number of the Group's lawsuits and the number of lawsuits classified as a "probable" likelihood of an unfavorable outcome, based on Group's legal counsel and management's assessment, broken down by type, are as follows:

Nature	Consolidated				Parent Company			
	12/31/24		12/31/23		12/31/24		12/31/23	
	Total lawsuits	Probable lawsuits	Total lawsuits	Probable lawsuits	Total lawsuits	Probable lawsuits	Total lawsuits	Probable lawsuits
Civil	14,304	1,690	17,383	2,148	7,695	838	9,920	1,267
Labor	2,602	906	2,688	805	1,644	581	1,786	562
Others	1,424	28	1,433	24	1,047	21	1,122	18
Total	18,330	2,624	21,504	2,977	10,386	1,440	12,828	1,847

As shown above the main lawsuits as of December 31, 2024, and 2023, the additions for the periods then ended refer to civil and labor lawsuits, basically related to:

- civil: lawsuits claiming compensations related to delivery of units and request of repairs on delivered units.
- labor: lawsuits claiming employment relationship, lawsuits involving former employees and contractors over which the Company has joint liability.

Civil, labor, tax, and other natures proceedings assessed by the Group's legal advisors as possible losses, which have essentially the same nature as those described above, total R\$487,385 and R\$303,387 in Consolidated and Parent company, respectively, as of December 31, 2024 (R\$642,907 and R\$492,174 as of December 31, 2023, in Consolidated and Parent company, respectively). No provision was recognized for these contingent liabilities, as its loss probability is classified as possible.

Lawsuit proceedings universe, as shown in the tables above, is completely spread out, and there are no individually relevant processes to be disclosed.

Considering legal, tax, and regulatory systems' timing and dynamics, the Group's management believes that it is not practical to provide useful information to financial statements' users about the timing of potential cash disbursements or any possibility of reimbursements. Additionally, the Group's management believes that potential cash disbursements exceeding recognized provision after the outcome of related lawsuits will not have a material impact on the Group's results and financial position.

19. Related parties

		Consolidated				Parent Company			
		Asset		Liability		Asset		Liability	
		12/31/24	12/31/23	12/31/24	12/31/23	12/31/24	12/31/23	12/31/24	12/31/23
Cash equivalents and marketable securities									
Other related parties									
Banco Inter S.A.	[1]	18,488	50,577	-	-	18,371	50,496	-	-
Intercompany receivables									
Investees									
SPEs	[6]	60,462	51,691	-	-	1,457,053	1,351,942	-	-
Urba Desenvolvimento Urbano S.A.	[7]	-	-	-	-	-	8,341	-	-
Joint ventures									
MRL Engenharia e Empreendimentos S.A.	[7]	293	811	-	-	293	811	-	-
Other related parties									
Partners in real estate development projects	[7]	34,083	32,992	-	-	18,927	17,607	-	-
Other assets									
Investees									
SCPs and SPEs	[8]	597	1,201	-	-	150,018	41,634	-	-
Joint ventures									
Prime Incorporação e Construções S.A.	[8]	1,094	393	-	-	746	317	-	-
MRL Engenharia e Empreendimentos S.A.	[8]	200	242	-	-	18	60	-	-
Prime Incorporações e Construções S.A.	[22]	14,588	14,795	-	-	14,588	14,795	-	-
Other related parties									
Partners in real estate development projects	[8]	523	107	-	-	311	8	-	-
Controlling shareholder	[9]	19,306	18,605	-	-	19,306	18,605	-	-
Suppliers									
Subsidiaries									
MRV Construções Ltda.	[2]	-	-	-	-	-	-	31,505	34,986
Joint ventures									
Mil Aviação Ltda.	[25]	-	-	194	420	-	-	194	420
Other related parties									
T Lott Advocacia	[10]	-	-	3	5	-	-	1	3
Radio Itatiaia Ltda.	[17]	-	-	59	100	-	-	59	100
Novus Midia S.A.	[17]	-	-	237	524	-	-	237	524
Arena Vencer Complexo Esportivo Multiuso SPE Ltda.	[23]	-	-	720	685	-	-	720	685
Loans, financing and debentures									
Other related parties									
Banco Inter S.A.	[26]	-	-	24,757	-	-	-	-	-
Land payables									
Other related parties									
Banco Inter S.A.	[18]	-	-	-	331,112	-	-	-	161,301
Payables for investment acquisition									
Other related parties									
LOG Commercial Properties e Participações S.A.	[11]	-	-	11,146	12,700	-	-	-	-
Intercompany payables (Other liabilities)									
Joint ventures									
Prime Incorporações e Construções S.A.	[12]	-	-	60,931	80,075	-	-	-	-
MRL Engenharia e Empreendimentos S.A.	[12]	-	-	124,065	107,222	-	-	-	-
Other related parties									
Partners in real estate development projects	[12]	-	-	7,902	6,884	-	-	-	-
Costellis International Limited	[16]	-	-	3,080	24,723	-	-	3,080	24,723
Lease liability (Other liabilities)									
Other related parties									
Conedi Participações Ltda. / MA Cabaleiro Participações Ltda.	[13]	-	-	90,217	92,505	-	-	87,827	90,001
Other liabilities									
Other related parties									
Banco Inter S.A.	[20]	-	-	5,596	9,135	-	-	5,596	9,135
Banco Inter S.A.	[24]	-	-	49,500	49,900	-	-	49,500	49,900

	Consolidated				Parent Company				
	Income		Cost / expense		Income		Cost / expense		
	2024	2023	2024	2023	2024	2023	2024	2023	
Net operating revenue									
Receivables from services provided									
Subsidiaries									
MRV Construções Ltda.	[2]	3,037	4,503	-	-	-	-	-	-
Cost of real estate sales and services									
Cost of real estate sales and services									
Subsidiaries									
MRV Construções Ltda.	[2]	-	-	-	-	-	-	291,368	269,607
Operating income (expenses)									
Selling expenses									
Other related parties									
Arena Vencer Complexo Esportivo Multiuso SPE Ltda.	[23]	-	-	9,115	8,344	-	-	9,115	8,344
General and administrative expenses									
Joint ventures									
Mil Aviação Ltda.	[25]	-	-	3,958	4,998	-	-	3,958	4,998
Other related parties									
T Lott Advocacia	[10]	-	-	5,251	5,246	-	-	4,025	4,491
Conedi Participações Ltda. / MA Cabaleiro Participações Ltda.	[13]	-	-	9,881	9,595	-	-	9,526	9,331
Luxemburgo Incorporadora SPE Ltda.	[14]	-	-	537	404	-	-	537	404
Radio Itatiaia Ltda.	[17]	-	-	619	727	-	-	619	727
Novus Mídia S.A.	[17]	-	-	881	1,231	-	-	881	1,231
LOG Commercial Properties e Participações S.A.	[11]	-	-	655	405	-	-	-	-
Lakeside office, LLC	[15]	-	-	-	603	-	-	-	-
South Tamiami Airport Park, LLC	[21]	-	-	-	218	-	-	-	-
ERVAL Aviation Holdings, LLC	[25]	-	-	2,718	-	-	-	-	-
Other operating income (expenses), net									
Subsidiaries									
Urba Desenvolvimento Urbano S.A.	[3]	-	-	-	-	2,567	3,602	-	-
Joint ventures									
Prime Incorporações e Construções S.A.	[3]	1,234	4,538	-	-	1,234	4,538	-	-
MRL Engenharia e Empreendimentos S.A.	[3]	1,879	4,431	-	-	1,879	4,431	-	-
Other related parties									
LOG Commercial Properties e Participações S.A.	[3]	4,796	4,016	-	-	4,796	4,016	-	-
MRV Serviços de Engenharia Ltda.	[4]	97	95	-	-	97	95	-	-
Banco Inter S.A.	[5]	3,844	3,509	-	-	3,350	3,023	-	-
Controlling shareholder	[9]	2,139	-	1,438	200	2,139	-	1,438	200
Financial expenses									
Other related parties									
Costellis International Limited	[16]	21,643	1,128	-	-	21,643	1,128	-	-
Banco Inter S.A.	[19]	-	-	21,781	14,726	-	-	8,599	8,093
Banco Inter S.A.	[20]	-	-	-	1,514	-	-	-	1,514
Banco Inter S.A.	[24]	-	-	8,001	3,274	-	-	8,001	3,274
Financial income									
Short-term investments and marketable securities									
Other related parties									
Banco Inter S.A.	[1]	305	1,067	-	-	220	1,010	-	-
Intercompany receivables									
Investees									
Urba Desenvolvimento Urbano S.A.	[7]	-	-	-	-	1,552	1,810	-	-
AHS Residential LLC	[7]	-	-	-	-	2,207	-	-	-
Joint ventures									
Prime Incorporações e Construções S.A.	[7]	19	45	-	-	19	45	-	-
MRL Engenharia e Empreendimentos S.A.	[7]	87	877	-	-	87	877	-	-
Other related parties									
Partners in real estate development projects	[7]	4,293	4,221	-	-	2,316	2,210	-	-

[1] Refers to cash equivalents and marketable securities with Banco Inter S.A. ("Inter"), which is controlled by the controlling shareholder of the Company. For the year ended December 31, 2024, short-term investments yielded 103.5% DI rate in Consolidated and Parent company (100.7% for the year ended December 31, 2023).

[2] Refers to construction services provided by MRV Construções Ltda. ("MC") for the Company and its investees and were recorded under the caption "Revenue from construction services". Transactions with the Company and its subsidiaries, in the year ended December 31, 2024, amount to R\$815,270, were eliminated in the consolidation process, thus remaining only revenues with associates (Note 22). Accordingly, the remaining balance in the Parent company in caption "Suppliers" refers to the amount payable by the Company to MC.

[3] Refers to administrative services (shared service center) provided by the Company to LOG, an investment property company controlled by the Company's controlling shareholder, to subsidiary Urba and for joint ventures MRL and Prime.

- [4] The Company provides building services to this related party. Revenue from services rendered is equivalent to 15% of the cost incurred.
- [5] It refers to "preference premium" paid to the Company by 25% on the credit revenue obtained by the bank referring to invoices from the Company's suppliers discounted from it. In these transactions, the original conditions and economic substance carried out with the respective suppliers are maintained. As of December 31, 2024, the consolidated balance held on these transactions amounts to R\$59,034 (R\$31,831 on December 31, 2023).
- [6] Refers to the Company's operating contributions in investees, proportional to its interest in each project, to make the projects feasible and will be refunded as the projects reach cash surpluses for allowing the distribution of the amounts priorly contributed. In Consolidated, the remaining balances refer to contributions in associates. These balances do not have pre-determined maturity and do not generate interest.
- [7] Intercompany receivables refer mainly to transactions conducted to fund the initial stage of projects in view of the business relationships with these parties for the development of real estate construction operations. No maturity has been defined for these transactions and as of December 31, 2024, and 2023, are subject to interest pegged substantially to DI rate, plus a spread of 0.00% to 4.00% p.a. Except for credit granted to subsidiary AHS Residential LLC, in July and September 2024, in the total amount of R\$172,850, paid in full in November and December, which had a remuneration of 8.4% p.a.
- [8] Refers to amounts receivable from capital contributions and other transactions between group companies and other related parties. These balances do not generate interest and are received immediately after the Company request.
- [9] On December 27, 2019, the Company sold its entire interest in MRV PRIME LII INCORPORAÇÕES SPE LTDA. for the controlling shareholder for R\$39,783, to be paid in seventy-two consecutive monthly installments, in the amount of R\$553 each, starting February 2020. In April 2024, an amendment was signed renegotiating the payment into 25 monthly installments of R\$837 each to be paid from January 2025. The referred SPE hold a plot land where the Arena Vencer Complexo Esportivo Multiuso SPE Ltda. (Arena). As of December 31, 2024, the balance receivable includes adjustment to present value of R\$1,614 (R\$1,561 on December 31, 2023) and the revenue recognized refers to its realization.
- [10] Refers to legal services agreement with entity which has as its managing partner Thiago da Costa e Silva Lott, a member of the Company's fiscal board.
- [11] In July 2018, the Company acquired equity interest in MRV LOG MDI SJC I Incorporações SPE Ltda. ("LOG SJC Sony") through its subsidiary MRV MRL CAMP NOU Incorporações e Participações Ltda. for the total amount of R\$35,000. The contract determines payments in two tranches as detailed below:
- I. R\$10,800 referring to 10.81% of the equity interest, to be paid in 24 monthly installments of R\$450 each, the first being paid after the approval of the land subdivision project by the Municipal Administration, an event that took place in July 2018; and
 - II. R\$25,523 (R\$24,200 plus updated by IPCA index) referring to 24.22% of the equity interest, which will be paid in 48 monthly installments of R\$532 each, the first being paid after approval of a change in the zoning area from industrial to residential by the Municipal Administration, an event that took place in the fourth quarter of 2019. In December 2023, an amendment was signed rescheduling the payment for six installments of R\$250 from July to December 2024 and eight installments of R\$1,012 from January to August 2025.
- As of December 31, 2024, the balance payable includes adjustment to present value of R\$137 (R\$544 as of December 31, 2023) and the expense recognized refers to its realization.
- [12] Refers to amounts contributed by joint ventures and partners in the Company's subsidiaries to make the projects feasible and will be refunded as the projects reach cash surpluses and allow the distribution of the resources initially contributed. These balances do not have pre-determined maturities and do not generate interest.
- [13] Refers to headquarters lease agreement for the Company and the subsidiary Urba Desenvolvimento Urbano S.A. These companies have as owners: shareholders, executives or board members of the Company. Rental agreements are effective until February 28, 2035, including term extension, adjustable by the Broad Consumer Price Index (IPCA). As of December 31, 2024, it provides for monthly total payment of R\$700 (gross of taxes) (R\$675 on December 31, 2023).
- The joint venture Prime holds rental agreement of offices and parking lots with Conedi. The rental agreement is adjustable by the Broad Consumer Price Index (IPCA) and as of December 31, 2024, establishes a total monthly payment of R\$7 (R\$7 as of December 31, 2023). Related expenses, net of PIS/COFINS taxes, for the year ended December 31, 2024, was R\$93 (R\$82 for the year ended December 31, 2023).
- [14] The Company hired hotel services from Hotel Ramada Encore Luxemburgo, asset hold by Luxemburgo Administradora de Imóveis Ltda., company linked to Company's shareholders and management key personnel.
- [15] Refers to lease agreement of subsidiary Resia's headquarters. The property owner has a partner, the Company's controlling shareholder. On April 6, 2023, the property owner sold the property to a third party.
- [16] Stock warrant from the acquisition of the subsidiary Resia. On January 31, 2020, the acquisition of the subsidiary Resia was carried out through the issuance of 37,286,595 new common shares of the Company and subscription bonus for a certain number of shares to be determined as follows:
- a) 8,882,794 common shares, equivalent to 2% of the Company's capital stock on December 26, 2019, if the internal rate of return (IRR) of the Company's investment in Resia (in dollar) is greater than 15% per year, calculated in the period between the date of the merger and the date of calculation of AHS Residential's Net Asset Value (NAV), to be carried out during the year 2027; or
 - b) 13,324,191 common shares, equivalent to 3% of the Company's capital stock on December 26, 2019, if the internal rate of return (IRR) of the Company's investment (in dollar) is greater than 20% per year, calculated for the same period above.
- The subscription bonus was valued at fair value on the transaction date and is revalued annually, with changes in fair value recognized in statement of profit or loss.
- [17] Refers to advertising services contracted with press vehicles related to the Company's controlling shareholder.
- [18] Refers to the acquisition of land for which the supplier sold its of receivables to Banco Inter S.A., thus becoming the creditor of these transactions. These balances are substantially indexed to DI rate and IPCA.
- [19] Refers to the assignment discount and/or commissions arising from sales of receivables carried out in 2024 and 2023.

- [20] Refers to sale of credits arising from the contracting of natural gas supplier for installations in the Company's projects.
- [21] Refers to a warehouse lease agreement of subsidiary Resia. The property owner has a partner, the Company's controlling shareholder. This contract expired in December 2023.
- [22] Refers to dividends receivable.
- [23] Refers to the naming rights sponsorship agreement signed with Arena Vencer Complexo Esportivo Multiuso SPE Ltda. (Arena), owner of the Clube Atlético Mineiro (CAM) stadium, which grants the Company the exclusive right to officially name the stadium as "Arena MRV" as well as to name various physical and non-physical spaces related to it. The contract establishes the payment of 120 monthly installments of R\$587 each, updated by the IPCA rate, starting in January 2023, thus, remaining 93 installments on December 31, 2024.
- [24] Refers to assignment of credit rights related to shares sell agreement of SPE in the context of Luggo's business to Brookfield Asset Management.
- [25] Refers to expenditure on aircraft use, rental and service. ERVAL Aviation Holdings, LLC is a company linked to the executive of a subsidiary.
- [26] Refers to project loans, contracted by the Subsidiary Resia in October 2024, with maturity in October 2025 and pre-fixed contractual rate of 9.48% p.a.

Note:

- Intercompany loans with related parties are conducted with subsidiaries and partners in real estate projects under terms and conditions negotiated by the parties. As the Company does not conduct similar transactions with unrelated parties, there is no evidence that these transactions would produce the same results had they been conducted with unrelated parties.

Compensation of key personnel

Pursuant to CPC 05 / IAS 24, which addresses related party disclosures, and according to the Company's understanding, key management personnel consist of members of the Board of Directors and officers elected by the Board of Directors in conformity with the Company's bylaws, and their roles and responsibilities comprise decision-making powers and control of the Company's activities.

	Consolidated		Parent Company	
	2024	2023	2024	2023
Short-term benefits granted to management:				
Management compensation [1]	49,129	53,978	28,370	38,136
Profit sharing	20,768	2,895	12,600	-
Non-monetary benefits	1,174	172	1,051	128
Long-term benefits granted to management:				
Retirement private plan	1,147	251	1,095	230
Stock option plan and restricted shares	10,491	2,232	10,571	2,102
	82,709	59,528	53,687	40,596

[1] Not included social security contributions at the rate of 20%. Consolidated includes subsidiaries Resia and Urba's management compensation.

On April 26, 2024, the Ordinary Shareholders' Meeting approved the change in the overall Company management compensation threshold to R\$54,896.

Besides the benefits above, the Company does not grant any other benefits such as postemployment benefits or severance pay.

20. Equity

(a) Capital stock

On December 31, 2024, the Company's capital stock is R\$5,620,947 (R\$5,616,600 as of December 31, 2023), represented by 562,827 thousand common shares as shown below:

Shareholders	Number (in thousands) of shares in			
	12/31/24		12/31/23	
	Ordinary	%	Ordinary	%
Rubens Menin Teixeira de Souza (Controlling shareholder)	182,961	32.5	182,561	32.5
Officers	4,344	0.8	4,588	0.8
Fiscal council and executive committees	12	-	135	-
Treasury shares	1	-	1	-
Other shareholders	375,509	66.7	374,686	66.7
Total	562,827	100.0	561,971	100.0

Under Article 5, paragraph 5, of the Company's Bylaws, shareholders are entitled to preemptive rights to the subscription of Company shares, convertible debentures or share warrants, proportionally to the related interest held, which can be exercised within thirty (30) days.

Each share entitles its holder to one vote in the Company's shareholders meetings. Under the Bylaws and the Novo Mercado Listing Agreement, the Company cannot issue nonvoting shares or restricted voting shares, or beneficial shares.

Under the Company's Bylaws article 6, capital can be increased by means of a resolution of the Board of Directors, regardless of amendments to the bylaws, up to the limit of R\$7,000,000 (seven billion reais), including shares already issued, without maintaining proportion between the existing shares. The Company may issue common shares, debentures convertible into common shares, and share warrants within this limit. Any capital increase exceeding the authorized capital limit must be approved by the shareholders at shareholders' meeting. Each common share is undividable and entitles its holder to one vote in decisions of the shareholders' meetings.

During the year ended December 31, 2024, and 2023, the Shareholders' Meeting (SM), approved the following capital increases:

Date of approval	Number of shares	Unit price	Total capital increase (decrease)	Capital after capital increase (decrease)	Total outstanding shares after issuance
	(thousand)	R\$	R\$'000	R\$'000	(thousand)
Year ended December 31, 2024:					
1/9/24 Capital increase	856	5.08	4,347	5,620,947	562,827
Year ended December 31, 2023:					
7/13/23 Capital increase	78,187	12.80	1,000,793	5,616,600	561,971
1/9/23 Capital increase	551	0.72	399	4,615,807	483,784

(b) Treasury shares

On December 27, 2023, the Board of Directors approved the new share buyback program of the Company, which should be completed by June 26, 2025, limited to 6.1 million shares of the Company's total shares, without a capital reduction, using funds from the available earnings or capital reserve, aiming to maximize the generation of value for shareholders, and / or transfer to beneficiaries of the Company's stock option plans.

On July 11, 2024, the Board of Directors approved the new share buyback program of the Company, which should be completed by January 11, 2026, limited to 24.1 million shares of the Company's total shares, without a capital reduction, using funds from the available earnings or capital reserve, aiming to maximize the generation of value for shareholders, and / or transfer to beneficiaries of the Company's stock option plans.

There were no changes in treasury shares in the nine-month periods ended December 31, 2024, and 2023, as shown below:

Type	Number (thousand)					R\$
	Opening balance	Acquired	Transferred	Cancelled	Closing balance	Market value [1]
Year ended December 31, 2024:						
Common shares	1	-	-	-	1	5
Year ended December 31, 2023:						
Common shares	1	-	-	-	1	11

[1] Market value of shares remaining in treasury as of December 31, 2024, and 2023.

(c) Capital reserves

Capital reserves' balances are derived from share issuance cost related to share public offers (IPOs) and long-term incentive plans, in the form of stock options and restricted shares, granted to employees and management of the Company, according to item (e) below. In accordance with art. 200 of the Brazilian Corporation Law and considering the Company's Bylaws, it may use the capital reserves to absorb losses, redemption, redemption or purchase of shares and incorporation into the capital stock.

(d) Earnings reserves

Legal reserve

The constitution of the legal reserve is mandatory, up to the limits established by law, and its purpose is to ensure the integrity of the share capital, conditional on its use to absorb losses or increase the share capital.

As of December 31, 2024, and 2023, the Company did not recognize legal reserve due to the loss incurred.

Earnings retention reserve

According to article 38, paragraph 3, item (e) of the Company's bylaws, this reserve is intended to meet the funding requirements for future investments, mainly to meet working capital requirements, land purchases, investments in property and equipment and intangible assets, and payment of interest according to the capital budget to be submitted to and approved in Shareholders' Meeting.

As of December 31, 2024, and 2023, the Company absorbed losses of R\$503,202 and R\$29,815, respectively, with earnings reserves, pursuant to art. 189 of Law No. 6,404/1976.

(e) Long-term incentive programs

The Company's Board of Directors periodically establishes long-term incentive programs for the Company's executives and employees, including subsidiaries, in the form of stock option and restricted share plans, where are defined the number of shares that beneficiaries will be entitled to receive or subscribe with the exercise of the option, subscription price, maximum term for exercising the option, rules on transfer of options and any restrictions on shares received upon exercise of the option, including rules in case of dismissal, end of term, or death of the beneficiary. The issue price of the shares subscribed by members of the option plans, as a result of the exercise of the option, is equivalent to the average of the 30 (thirty) trading sessions prior to the concession date ("strike price").

On April 26, 2024, the Ordinary and Extraordinary General Meeting approved the creation of the e Company's Stock Option Plan, Shares and Incentives linked to the Company Shares with a maximum limit of 4.5% of the shares of the Company's subscribed and paid-in share capital. Due to such approval, the previous grant plans were discontinued, and all programs will be part of this new plan.

The table below shows the plans approved by the Board of Directors of the Company and subsidiary Urba, and the percentage granted of each:

Plans	Approval	Approved options/shares	Options/shares granted	Percentage granted
I	4/26/24	25,327	21,546	85.07%
I - Urba	8/14/20	5,000	3,548	70.96%

Stock option plan

On July 11, 2024, the Board of Directors approved Program 01 of Plan I for Stock Options and Incentives Linked to Shares. The grant limit for this Program is 2,330,000 (two million three hundred and thirty thousand) options, with an exercise price of R\$6.84. The fair value of the option based on the Black & Scholes stock option pricing model was R\$4.09.

Key features of the stock option plan programs are as follows:

Program	Plan	Approval	Stock options (thousand)	Vesting period	Strike price	Fair value	Participants	Exercise deadline
10	I	5/25/18	1,853	Up to 5 years	R\$ 14.52	R\$ 5.05	Officers, managers, and key employees	12/25
11	I	6/5/19	2,352	Up to 5 years	R\$ 15.51	R\$ 4.98	Officers, managers, and key employees	12/26
12	I	4/30/20	2,226	Up to 5 years	R\$ 12.73	R\$ 7.43	Officers, managers, and key employees	12/27
15	I	10/28/21	3,200	Up to 10 years	R\$ 12.35	R\$ 7.65	Officers, managers, and key employees	12/33
16	I	10/28/21	2,340	Up to 5 years	R\$ 12.35	R\$ 4.97	Officers, managers, and key employees	12/28
17	I	8/8/22	2,670	Up to 5 years	R\$ 8.45	R\$ 4.70	Officers, managers, and key employees	12/29
18	I	6/20/23	2,951	Up to 5 years	R\$ 6.96	R\$ 5.02	Officers, managers, and key employees	12/30
01	I	7/11/24	2,330	Up to 5 years	R\$ 6.84	R\$ 4.09	Officers, managers, and key employees	12/31
1 - Urba	I	8/31/20	2,997	Up to 5 years	R\$ 1.34	R\$ 1.20	Officers, managers, and key employees	12/27
2 - Urba	I	9/2/21	687	Up to 5 years	R\$ 1.49	R\$ 1.15	Officers, managers, and key employees	12/28

Changes in the Company's stock options plan per program for the years ended December 31, 2024, and 2023 and supplemental information is as follows:

Program	Number of participants	Changes 2024 (thousand shares)				
		Opening balance	Granted	Expired / forfeited	Exercised	Closing balance
9	-	1,194	-	(1,194)	-	-
10	56	1,558	-	(34)	-	1,524
11	59	2,099	-	(46)	-	2,053
12	53	2,026	-	(18)	-	2,008
15	7	3,200	-	-	-	3,200
16	57	2,169	-	-	-	2,169
17	67	2,490	-	(19)	-	2,471
18	70	2,924	-	(28)	-	2,896
19	-	-	3,000	(3,000)	-	-
01	80	-	1,993	-	-	1,993
		17,660	4,993	(4,339)	-	18,314
Weighted average exercise price of options		11.68	7.31	9.76	-	10.95

Program	Number of participants	Changes 2023 (thousand shares)				
		Opening balance	Granted	Expired / forfeited	Exercised	Closing balance
8	-	847	-	(3)	(844)	-
9	51	1,231	-	(37)	-	1,194
10	58	1,602	-	(44)	-	1,558
11	61	2,200	-	(101)	-	2,099
12	54	2,132	-	(106)	-	2,026
15	7	3,200	-	-	-	3,200
16	57	2,308	-	(139)	-	2,169
17	69	2,627	-	(130)	(7)	2,490
18	71	-	2,951	(22)	(5)	2,924
		16,147	2,951	(582)	(856)	17,660
Weighted average exercise price of options		12.50	6.96	12.21	10.38	11.68

Program	Other information				
	Number of vested shares (thousand)	Stock option cost for the period	Unrecognized stock option cost	Remaining stock option cost period (in years)	Remaining contractual life (in years)
10	1,524	-	-	-	1.0
11	2,053	-	-	-	2.0
12	2,008	2,543	-	-	3.0
15	640	2,490	9,466	6.1	9.1
16	868	1,712	1,150	1.0	4.0
17	737	2,222	2,992	2.0	5.0
18	567	3,355	5,927	3.0	6.0
01	199	1,958	6,612	4.1	7.1
1 - Urba	1,120	(929)	-	-	3.0
2 - Urba	35	(27)	84	1.0	4.0
2024	9,751	13,324	26,231	5.2	8.2
2023	7,847	17,133	32,727	5.9	9.7

There was no exercise of share options in the year ended December 31, 2024. The weighted average market price of exercised shares, considering each exercise date, during the year ended December 31, 2023, was R\$10.64.

Stock options costs arising from subsidiaries and joint ventures and recognized by the Company totaled R\$3 for the year ended December 31, 2024 (R\$427 for the year ended December 31, 2023).

The Company records stock options costs in financial statements based on its fair value. The fair values of the stock option programs were estimated based on the Black & Scholes stock option pricing model, considering the following weighed average assumptions:

	9	10	11	12	15	16	17	18	1	1 - Urba	2 - Urba
Strike price	R\$ 14.80	R\$ 14.52	R\$ 15.51	R\$ 12.73	R\$ 12.35	R\$ 12.35	R\$ 8.45	R\$ 6.96	R\$ 6.84	R\$ 1.34	R\$ 1.49
Risk-free rate	10.54%	10.28%	7.82%	7.11%	12.00%	11.82%	13.14%	11.52%	11.41%	7.11%	8.27%
Exercise period in years	8	8	8	8	12	7	7	7	7	8	8
Expected annualized volatility	53.20%	36.47%	33.39%	40.75%	42.90%	43.40%	46.01%	50.94%	53.39%	42.14%	42.49%
Expected dividends	5%	5%	5%	0%	0%	0%	0%	0%	0%	0%	0%
Stock options fair value on grant date per share	R\$ 5.35	R\$ 5.05	R\$ 4.98	R\$ 7.43	R\$ 7.65	R\$ 4.97	R\$ 4.70	R\$ 5.02	R\$ 4.09	R\$ 1.20	R\$ 1.15

The expected volatility was calculated by the Company's historical up to the date of the beginning of each plan. The risk-free interest rate was based on the annualized DI projection, considering the expected period of exercise of the options granted, at each plan's start date.

As of December 31, 2024, had all options currently granted been exercised, the Company would have issued 18,314 thousand shares, which would represent a 3.15% dilution in relation to total Company shares of 562,827 thousand (3.05% as of December 31, 2023).

Restricted shares

On July 11, 2024, the Board of Directors approved Program 01 of Plan I for Stock Options and Incentives Linked to Shares. The grant limit for this Program is 670,000 (six hundred and seventy thousand) shares.

Key features of the stock option plan programs are as follows:

Program	Plan	Approval	Quantity (thousand)	Maturity	Share price upon approval	Participants
01	I	7/11/24	670	10/9/27	R\$ 7.80	Officers, managers, and key employees

Changes in the Company's stock options plan per program for the year ended December 31, 2024, and supplemental information is as follows:

Program	Number of participants	Changes 2024 (thousand shares)				
		Opening balance	Granted	Expired / forfeited	Exercised	Closing balance
01	80	-	514	-	-	514
		-	514	-	-	514

Program	Other information		
	Cost of shares in the period	Unrecognized cost of shares	Remaining shares cost period (in years)
01	356	4,347	2.8
2024	356	4,347	2.8
2023	-	-	-

As of December 31, 2024, if all shares were issued, the Company would deliver 514 thousand shares to the beneficiaries, which would represent a 0.09% dilution in relation to total Company shares of 562,827 thousand.

(f) Dividends

Mandatory minimum

Under the Company's Bylaws and the Brazilian Corporate Law, shareholders are entitled to receive dividends and other distributions related to the Company shares, proportionally to their interests in capital.

Shareholders are entitled to an annual mandatory minimum dividend of no less than 25% (twenty five percent) of profit, which can be decreased or increased by the following amounts: (i) amount to be allocated to the legal reserve; (ii) amount to be allocated to the recognition of a provision for contingencies and reversal of this provision recognized in prior years; and (iii) amount derived from the reversal of prior years' unrealized earnings reserve, pursuant to Article 202, II, of Corporate Law.

In the year ended December 31, 2024, and 2023, the Company did not determine minimum mandatory dividends due to the loss incurred.

(g) Equity valuation adjustments

Cash flow hedge reserve

The balances arise from the formal designation of derivative instruments as hedging instruments to hedge interest on debt denominated in United States dollars, as detailed in item (a) and (b) of explanatory Note 25.

Cumulative translation adjustment

The balances are due to translation of the financial statement of the foreign subsidiary MRV (US) Holdings Corporation, whose functional currency is the US dollar, to the Group's presentation currency, as described in Note 2.2 (s).

(h) Noncontrolling interests

	Consolidated	
	2024	2023
Opening balance	819,287	746,865
Capital transactions	(65,752)	(97,883)
Net distributions to noncontrolling interests	(2,161)	118,163
Currency translation adjustments	180,655	(40,031)
Changes in indirect ownership	84,700	80,797
Interest in net income for the year	21,105	11,376
Closing balance	1,037,834	819,287

In the year ended December 31, 2024, changes in the Company's equity interests in investees generated a decrease in noncontrolling interests of R\$65,752 and a loss in Company owners of R\$35,521 (a decrease in noncontrolling interests of R\$97,883 and a loss in Company owners of R\$14,210 for the year ended December 31, 2023), directly recorded in equity.

(i) Earnings per share

The table below shows net income data, and the number of shares used to calculate basic and diluted earnings per share:

	Consolidated and Parent Company	
	2024	2023
Basic earnings per share:		
Loss for the year	(503,202)	(29,815)
Weighted average number of outstanding common shares (thousand)	562,807	520,617
Basic earnings per share - in R\$	(0.89409)	(0.05727)
Diluted earnings per share:		
Loss for the year	(503,202)	(29,815)
Weighted average number of outstanding common shares (thousand)	562,807	520,617
Dilutive effect of stock options (thousands of shares)	-	-
Total shares after dilutive effect (thousand)	562,807	520,617
Diluted earnings per share - in R\$	(0.89409)	(0.05727)

21. Operating segment

The Group's management defined the operating segments based on the reports used by the Board of Directors in its strategic decision-making, product differentiation and geographic location. Four operating segments were identified, which are separately managed, as follows:

- i. Real estate development: segment engaged in the development, construction, and sale of own and thirdparty real estate. Project development and construction are carried out directly by the Company, subsidiaries and joint ventures;
- ii. Luggo - Rental of residential properties in Brazil: this segment engaged in the development and rent residential properties in Brazil near urban centers and provide various other services to the renter. The Group's strategy is to develop projects (through the construction of its own assets), make them available for renting and, depending on market conditions, selling these properties;
- iii. Resia - Rental of residential properties in the United States (USA): this segment engaged in the development and rent residential properties in the United States of America, near urban centers and provide various other services to the renter. The Group's strategy is to develop projects (through the construction of its own assets), make them available for renting and, depending on market conditions, selling these properties;
- iv. Land development: segment responsible for the development and sale of residential and commercial urban land subdivisions.

The Group's financial position, and results for the years ended December 31, 2024, and 2023, split in its operating segments, are as follows:

	12/31/24					12/31/23				
	Real estate development	Rental of residential properties		Land subdivisions	Consolidated	Real estate development	Rental of residential properties		Land subdivisions	Consolidated
		Resia (USA)	Luggo (Brazil)				Resia (USA)	Luggo (Brazil)		
Assets										
Cash, cash equivalents and marketable securities	3,679,407	265,272	27,568	156,911	4,129,158	2,712,105	280,698	198,538	91,247	3,282,588
Trade accounts receivable	6,200,995	3,350	93,819	405,110	6,703,274	5,025,736	4,439	6,238	247,912	5,284,325
Inventories	7,907,156	29,451	1,496	725,880	8,663,983	7,899,609	-	1,542	522,309	8,423,460
Investment properties	-	6,083,675	247,967	-	6,331,642	-	4,564,324	360,398	-	4,924,722
Other assets	2,971,563	511,824	17,180	102,063	3,602,630	2,699,331	369,987	12,680	74,609	3,156,607
Total assets	20,759,121	6,893,572	388,030	1,389,964	29,430,687	18,336,781	5,219,448	579,396	936,077	25,071,702
Liabilities and equity										
Loans, financing and debentures	5,665,010	4,222,201	16,598	384,640	10,288,449	5,129,432	2,846,578	35,235	316,055	8,327,300
Land payables	2,982,915	-	12,002	400,459	3,395,376	3,201,728	-	26,734	190,446	3,418,908
Advances from customers	409,406	-	3,311	14,976	427,693	394,584	-	26,751	27,292	448,627
Credit assignment liability	3,459,163	-	-	319,813	3,778,976	1,921,089	-	-	113,672	2,034,761
Other payables	2,902,218	928,680	111,901	126,971	4,069,770	2,376,809	707,392	76,191	117,072	3,277,464
Total liabilities	15,418,712	5,150,881	143,812	1,246,859	21,960,264	13,023,642	3,553,970	164,911	764,537	17,507,060
Operating segment net assets	5,340,409	1,742,691	244,218	143,105	7,470,423	5,313,139	1,665,478	414,485	171,540	7,564,642
Total liabilities and equity	20,759,121	6,893,572	388,030	1,389,964	29,430,687	18,336,781	5,219,448	579,396	936,077	25,071,702

	2024					2023				
	Real estate development	Rental of residential properties		Land subdivisions	Consolidated	Real estate development	Rental of residential properties		Land subdivisions	Consolidated
		Resia (USA)	Luggo (Brazil) [1]				Resia (USA)	Luggo (Brazil)		
Net operating revenue	8,455,530	98,977	202,283	252,245	9,009,035	7,234,259	31,107	3,996	160,553	7,429,915
Cost of real estate sold and services	(6,223,904)	(135,324)	(138,392)	(135,539)	(6,633,159)	(5,587,238)	(31,120)	(2,547)	(121,832)	(5,742,737)
Gross profit	2,231,626	(36,347)	63,891	116,706	2,375,876	1,647,021	(13)	1,449	38,721	1,687,178
Operating income (expenses):										
Selling expenses	(755,451)	(169)	(12,113)	(29,624)	(797,357)	(720,962)	(1,806)	(9,621)	(22,742)	(755,131)
General and administrative expenses	(471,385)	(169,078)	(13,366)	(24,227)	(678,056)	(454,983)	(158,924)	(8,808)	(30,653)	(653,368)
Other operating income (expenses), net	(157,464)	(163,858)	482	(5,623)	(326,463)	(172,490)	94,875	(32,321)	(14,373)	(124,309)
Results from equity interest in investees	(134,773)	-	-	(5,687)	(140,460)	(78,526)	-	-	(5,983)	(84,509)
Income (loss) before financial income	712,553	(369,452)	38,894	51,545	433,540	220,060	(65,868)	(49,301)	(35,030)	69,861
Financial expenses	(1,108,322)	(81,753)	(16,156)	(58,315)	(1,264,546)	(393,636)	(27,196)	(6,588)	(39,940)	(467,360)
Financial income	466,989	7,475	1,463	21,470	497,397	301,817	12,244	2,283	7,768	324,112
Income (loss) before taxes	71,220	(443,730)	24,201	14,700	(333,609)	128,241	(80,820)	(53,606)	(67,202)	(73,387)
Income tax and social contribution	(155,596)	21,690	(2,299)	(12,283)	(148,488)	40,950	20,000	(910)	(5,092)	54,948
Net income (loss) for the year	(84,376)	(422,040)	21,902	2,417	(482,097)	169,191	(60,820)	(54,516)	(72,294)	(18,439)

[1] In the second quarter of 2024, Luggo sold two assets totaling R\$238.8 million in the 'Construction service' and 'Real Estate development' modality, with their partial effects being recorded in net revenue in the amount of R\$196 million, until December 31, 2024.

22. Net operating revenue

The table below shows reconciliation between gross and net revenue stated in the statement of profit or loss for the years ended December 31, 2024, and 2023:

	Consolidated		Parent Company	
	2024	2023	2024	2023
Gross operating revenue				
Real estate development	9,448,556	7,865,517	3,566,024	2,991,795
Bartered real estate units	23,962	31,544	3,442	6,009
Other services	231,530	36,126	124,440	4,111
Revenue from construction services (Note 19 [2])	3,037	4,503	-	-
Cancellations	(320,892)	(173,489)	(118,540)	(67,528)
Allowance for expected credit loss	(200,966)	(179,678)	(98,605)	(90,177)
	9,185,227	7,584,523	3,476,761	2,844,210
Taxes on sales	(176,192)	(154,608)	(65,545)	(53,264)
Net operating revenue	9,009,035	7,429,915	3,411,216	2,790,946

Amounts related to units under construction recognized in consolidated for the years ended December 31, 2024, and 2023 are as follows:

	Consolidated	
	2024	2023
Net revenue from units under construction	8,380,452	6,982,401
Costs of real estate sold under construction	(5,965,902)	(5,237,303)
Gross profit recognized	2,414,550	1,745,098

The amounts of received advances regarding contracts in progress as of December 31, 2024, and 2023, are R\$200,260 and R\$172,700, respectively.

The accounting revenue recognition criteria and policies are described in Note 2.2 (a).

The accounting treatment of sale contracts cancellations is described in Notes 2.2 (a) and 6.

23. Costs and expenses

	Consolidated		Parent Company	
	2024	2023	2024	2023
<u>Cost of real estate sold and services:</u>				
Financial charges (Note 12 (d))	(301,226)	(259,928)	(173,544)	(150,385)
Rental and property management cost	(138,296)	(33,667)	(2,855)	(2,383)
Land, construction and maintenance costs	(6,193,637)	(5,449,142)	(2,419,287)	(2,242,855)
Total cost of real estate sold and services	(6,633,159)	(5,742,737)	(2,595,686)	(2,395,623)
<u>Selling general and administrative expenses:</u>				
Salaries, charges and benefits	(445,407)	(496,318)	(291,756)	(291,662)
Management compensation	(49,129)	(41,896)	(28,370)	(25,285)
Employees and management profit sharing	(21,241)	(53,978)	(37,701)	(38,136)
Incentive plans for employees and management	(13,680)	(17,133)	(14,636)	(16,329)
Commissions and brokers' fees	(232,011)	(168,130)	(86,502)	(63,409)
Commercial awards	(70,689)	(66,958)	(32,051)	(33,591)
Marketing and advertising	(182,528)	(195,539)	(142,798)	(137,909)
Outside services	(173,246)	(133,048)	(127,444)	(120,600)
Depreciation and amortization	(104,160)	(80,192)	(70,705)	(67,620)
Utilities	(13,669)	(8,673)	(7,975)	(7,585)
Training	(2,847)	(1,889)	(2,679)	(1,830)
Other	(166,806)	(144,745)	(119,221)	(132,253)
Total selling, general and administrative expenses	(1,475,413)	(1,408,499)	(961,838)	(936,209)
<u>Classified as:</u>				
Selling expenses	(797,357)	(755,131)	(484,377)	(478,868)
General and administrative expenses	(678,056)	(653,368)	(477,461)	(457,341)
	(1,475,413)	(1,408,499)	(961,838)	(936,209)

	Consolidated		Parent Company	
	2024	2023	2024	2023
Other operating income (expenses), net				
Provision for civil, labor and tax risks	(56,318)	(50,528)	(37,589)	(30,501)
Results from sale of property and equipment	101	397	101	215
Donatives - Instituto MRV	(3,691)	(2,487)	(3,691)	(2,487)
Results from sale of assets / projects	(42,024)	77,495	3,020	(16,941)
Other:				
Income	(940)	67,001	(848)	(6,723)
Expenses [1]	(223,591)	(216,187)	(61,424)	(85,454)
Total other operating income (expenses), net	(326,463)	(124,309)	(100,431)	(141,891)

[1] Includes costs necessary to start Resia Manufacturing LLC operations and write-off of costs incurred with aborted projects in the year.

24. Financial expenses and income

	Consolidated		Parent Company	
	2024	2023	2024	2023
Financial expenses:				
Interest on loans, financing and debentures (Note 12 (d))	(488,788)	(404,138)	(370,873)	(322,513)
Mark-to-market derivative financial instruments	(243,030)	164,568	(243,030)	164,548
Expense from sale of receivables [1]	(477,002)	(170,480)	(211,084)	(85,268)
Fees and taxes	(22,382)	(23,996)	(9,650)	(11,468)
Other financial expenses	(33,344)	(33,314)	(3,690)	(17,707)
	(1,264,546)	(467,360)	(838,327)	(272,408)
Financial income:				
Short-term investments	246,174	159,532	188,204	115,514
Interest on intercompany loans	8,126	5,143	7,391	4,942
Other financial income	115,467	56,065	54,928	24,753
	369,767	220,740	250,523	145,209
Income from real estate development receivables	127,630	103,372	62,047	58,182
	497,397	324,112	312,570	203,391
Financial result	(767,149)	(143,248)	(525,757)	(69,017)

[1] Includes interest on credit assignment liabilities arising from sales of unrecognized receivables, as mentioned in note 6.

25. Financial instruments

(a) Financial instruments categories and fair value

Consolidated	Fair value measurement level	Note	12/31/24		12/31/23	
			Book value	Fair value	Book value	Fair value
Financial assets:						
Amortized cost			7,107,256	7,107,256	5,705,689	5,705,689
Receivables from real estate development		6 (a)	6,357,545	6,357,545	5,026,997	5,026,997
Cash and bank accounts		4	309,144	309,144	335,870	335,870
Receivables from services provided		6 (a)	345,729	345,729	257,328	257,328
Intercompany receivables			94,838	94,838	85,494	85,494
Fair value through profit or loss (mandatorily measured)			3,820,014	3,820,014	3,069,762	3,069,762
Restricted investment funds	2	5	2,560,731	2,560,731	2,310,532	2,310,532
Unrestricted investment funds	2		706,966	706,966	-	-
Investments from bank accounts	2	5	240,522	240,522	404,742	404,742
Bank deposit certificates (CDB)	2		87,065	87,065	73,036	73,036
Securities with repurchase agreement backed by debentures	2	4	25,652	25,652	53,225	53,225
Escrow account	2	5	63,688	63,688	42,545	42,545
Bank credit notes (CCB)	2	5	11,600	11,600	13,166	13,166
Certificate of real estate receivables (CRI)	2	5	81,706	81,706	28,896	28,896
Savings deposits	2		42,084	42,084	20,576	20,576
Derivative financial instruments [1]	2	25 (a)	-	-	123,044	123,044
Financial liabilities:						
Amortized cost			17,005,478	16,801,919	11,462,692	11,461,400
Loans, financing and debentures			10,048,119	9,844,560	6,572,727	6,571,435
Land payables			899,344	899,344	1,056,370	1,056,370
Payables for investment acquisition			19,666	19,666	35,739	35,739
Suppliers			851,597	851,597	724,177	724,177
Credit assignment liability		6 (e)	3,778,976	3,778,976	2,034,761	2,034,761
Other liabilities			1,407,776	1,407,776	1,038,918	1,038,918
Fair value through profit or loss (hedge accounting)			437,975	437,975	1,822,529	1,822,529
Loans, financing and debentures [1]	2		240,330	240,330	1,754,573	1,754,573
Derivative financial instruments [1]	2	25 (a)	194,565	194,565	43,233	43,233
Other liabilities	2	19 [16]	3,080	3,080	24,723	24,723
Fair value through profit or loss (mandatorily measured)			2,496,032	2,496,032	2,362,538	2,362,538
Land payables	2	13	2,496,032	2,496,032	2,362,538	2,362,538

[1] Recognized in the financial statements at fair value with level 2 measurement, using the discounted cash flows valuation technique, according to hedge accounting methodology.

The fair value of loans, financing and debentures were estimated by the Group's management based on their future value at maturity with the contracted rate, discounted to present value at the market rate at December 31, 2024 and 2023.

Management understands that the other financial instruments, which are recognized in the financial statements at their carrying amounts, do not present significant changes in relation to their fair values.

The Group entered into derivative financial instruments to hedge its exposure to the interest rates in loan, financing and debentures, to US dollar and share price fluctuations. Such transactions aim to patrimonial protection, minimizing the effects of such changes by replacing them.

As of December 31, 2024, and 2023, the swap contracts position is as follows:

Type of transaction	Currency	Hiring	Asset / Liability	Maturity	Notional amount	Long position	Short position	12/31/24	Total effect accumulated on result		Other comprehensive results
								Derivative fair value	Gain or loss on transaction	Mark-to-market	Mark-to-market
Swap [2]	R\$	4/21	IPCA + 5.43% / DI + 1.65%	4/31	403,720	-	-	-	(53,434)	-	-
Swap [2]	R\$	2/22	IPCA + 6.60% / DI + 1.29%	2/29	700,000	-	-	-	(51,232)	-	-
Swap [2]	R\$	9/22	IPCA + 6.48% / DI + 1.00%	9/30	347,928	-	-	-	(43,316)	-	-
Swap [2]	R\$	9/22	IPCA + 6.74% / DI + 1.27%	9/32	202,072	-	-	-	(21,998)	-	-
Swap [2]	R\$	3/24	12.60% / DI + 1.90%	12/28	244,784	238,291	238,431	(36,063)	(296)	(35,924)	-
Swap	R\$	1/23 and 2/23	MRVE3 / DI + 1.38% and 1.40%	7/24	162,273	-	-	-	(20,158)	-	-
Swap	R\$	12/23	MRVE3 [1] / DI + 1.40%	6/25	66,668	32,298	74,949	(43,126)	-	(43,126)	-
Swap	R\$	7/24	MRVE3 [1] / DI + 1.15%	1/26	175,293	128,210	185,064	(59,058)	-	(59,058)	-
Swap [2]	US\$	2/20	Dollar + 4% / 76% DI	2/25	208,487	56,325	65,630	(2,846)	(9,305)	-	(8,207)
Swap [2]	US\$	3/21	Dollar + 3.85% / DI - 2.94%	2/26	201,600	31,927	55,260	(17,210)	(23,333)	-	(19,131)
Swap [2]	US\$	3/21	Dollar + 3.85% / DI - 3.20%	2/26	114,900	17,944	30,328	(9,400)	(12,383)	-	(10,602)
Swap [2]	US\$	2/21	Dollar + 3.80% / DI - 2.16%	2/26	80,759	13,621	24,667	(7,582)	(11,046)	-	(8,297)
Swap [2]	US\$	1/22	Dollar + 3.98% / DI - 5.55%	2/26	331,566	43,639	57,352	(14,131)	(13,713)	-	(19,872)
Swap [2]	US\$	2/22	Dollar + 4.37% / DI - 5.34%	2/26	308,280	46,316	54,161	(5,149)	(7,845)	-	(11,839)
								(194,565)	(268,059)	(138,108)	(77,948)

[1] The closing share price on December 31, 2024 was R\$5.31/share. If the share price reaches the floor of 100% of the volatility of the last 12 months, reaching R\$3.67/share, it would represent an additional loss of R\$49,493 and if the share price reaches the ceiling of 100% of the volatility of the last 12 months, reaching R\$10.63/share, would represent an approximate net gain of R\$58,630, thus increasing the loss recorded up to the reporting date. The number of shares considered in these operations is 30,228 thousand.

[2] Recognized at fair value with level 2 measurement, using the discounted cash flows valuation technique, according to hedge accounting methodology.

Consolidated and Parent Company	
Current liabilities	45,972
Noncurrent liabilities	148,593
Total liabilities	194,565

Type of transaction	Currency	Hiring	Asset / Liability	Maturity	Notional amount	Long position	Short position	12/31/23	Total effect accumulated on result		Other comprehensive results
								Derivative fair value	Gain or loss on transaction	Mark-to-market	Mark-to-market
Swap (*)	R\$	9/17	IPCA + 6.45% / 122.1% DI	9/24	121,200	-	-	-	27,413	-	-
Swap (*)	R\$	4/21	IPCA + 5.43% / DI + 1.65%	4/31	403,720	483,637	414,591	12,211	7,689	(56,835)	-
Swap (*)	R\$	2/22	IPCA + 6.60% / DI + 1.29%	2/29	700,000	783,112	734,639	21,437	(26,161)	(27,036)	-
Swap (*)	R\$	9/22	IPCA + 6.48% / DI + 1.00%	9/30	347,928	371,662	360,532	1,839	(15,642)	(9,291)	-
Swap (*)	R\$	9/22	IPCA + 6.74% / DI + 1.27%	9/32	202,072	216,002	209,550	(339)	(9,163)	(6,791)	-
Swap	R\$	9/21	MRVE3 / DI + 1.75% and 1.80%	1/23 and 2/23	328,484	-	-	-	(213,888)	-	-
Swap	R\$	6/22	MRVE3 (*) / DI + 1.65%	12/23	49,078	-	-	-	6,969	-	-
Swap	R\$	1/23 and 2/23	MRVE3 (*) / DI + 1.38% and 1.40%	7/24	162,273	271,149	183,603	86,107	-	86,107	-
Swap	R\$	12/23	MRVE3 (*) / DI + 1.40%	6/25	33,994	33,690	34,011	(1,015)	-	(1,015)	-
Swap (*)	US\$	2/20	Dollar + 4% / 76% DI	2/25	208,487	31,789	43,346	(9,592)	(11,557)	-	(5,258)
Swap (*)	US\$	3/21	Dollar + 3.85% / DI - 2.94%	2/26	201,600	16,809	35,350	(14,937)	(18,541)	-	(12,784)
Swap (*)	US\$	3/21	Dollar + 3.85% / DI - 3.20%	2/26	114,900	9,364	19,451	(7,874)	(10,087)	-	(6,655)
Swap (*)	US\$	2/21	Dollar + 3.80% / DI - 2.16%	2/26	80,759	7,203	15,828	(7,181)	(8,625)	-	(6,258)
Swap (*)	US\$	1/22	Dollar + 3.98% / DI - 5.55%	2/26	331,566	20,888	37,845	(2,295)	(16,957)	-	(429)
Swap (*)	US\$	2/22	Dollar + 4.37% / DI - 5.34%	2/26	308,280	21,651	34,977	1,450	(13,326)	-	2,873
								79,811	(301,876)	(14,861)	(28,511)

[1] Recognized at fair value with level 2 measurement, using the discounted cash flows valuation technique, according to hedge accounting methodology.

Consolidated and Parent Company	
Current assets	86,107
Noncurrent assets	36,937
Total assets	123,044
Noncurrent liabilities	43,233

	Effect on results / other comprehensive results					
	Consolidated			Parent Company		
	Gain (loss) on transaction	Mark-to-market	Total	Gain (loss) on transaction	Mark-to-market	Total
Year 2024:						
Effect in profit or loss						
Swaps with fair value hedge	(126,999)	64,029	(62,970)	(126,999)	64,029	(62,970)
Swaps with cash flow hedge	1,468	-	1,468	1,468	-	1,468
Swaps with no hedge	-	(207,434)	(207,434)	-	(207,434)	(207,434)
Gross effect in profit or loss	(125,531)	(143,405)	(268,936)	(125,531)	(143,405)	(268,936)
Reducing effect of hedges	-	(99,625)	(99,625)	-	(99,625)	(99,625)
Net effect in profit or loss	(125,531)	(243,030)	(368,561)	(125,531)	(243,030)	(368,561)
Other comprehensive results	-	(49,437)	(49,437)	-	(49,437)	(49,437)
Year 2023:						
Effect in profit or loss						
Swaps with fair value hedge	(43,676)	(5,381)	(49,057)	(43,676)	(5,381)	(49,057)
Swaps with cash flow hedge	(52,247)	-	(52,247)	(52,247)	-	(52,247)
Swaps with no hedge	(18)	91,255	91,237	-	91,235	91,235
Gross effect in profit or loss	(95,941)	85,874	(10,067)	(95,923)	85,854	(10,069)
Reducing effect of hedges	-	78,694	78,694	-	78,694	78,694
Net effect in profit or loss	(95,941)	164,568	68,627	(95,923)	164,548	68,625
Other comprehensive results	-	71,043	71,043	-	71,043	71,043

Fair value measurement of these derivative financial instruments is carried out through discounted cash flows at market rates as at the statement of financial position date. Impacts on profit or loss related to derivatives above are recognized in line item “Financial expenses” and “Financial income”, according to their nature and purpose.

As of December 31, 2024, and 2023, the Group does not have financial instruments not recognized in its financial statements.

Hedge accounting

As described in Note 2.2 (e), to represent the effects of risk management activities and eliminate accounting mismatch and volatility in results arising from the measurement of financial instruments on different basis, the Group opted to adopt hedge accounting.

To evaluate whether there is an economic relationship between the hedging instrument and the hedged item, a qualitative evaluation of the effectiveness of the hedge is performed by comparing the critical terms of both instruments.

The Group formally designated derivative financial instruments (swap type) as a hedging instrument and debentures as hedged items, establishing a relationship of economic protection between them, according to the hedge accounting methodology. This designation was classified as a fair value hedge, since it reduces the market risk arising from the fair value fluctuations of the respective debentures. In this way, both the derivatives and the debentures are measured at fair value through profit or loss, with the expectation that changes in fair values will compensate each other. The following are critical terms and effects on the statement of financial position and statement of profit or loss:

Fair value hedge	Hiring	Maturity	Notional value	Rates	Fair value	Effects on results	Fair value	Effects on results
					12/31/24	2024	12/31/23	2023
11 th issue (3 rd series)	9/17	9/24	121,200	IPCA + 6.45%	-	-	-	(2,213)
CRI - 19 th debentures issue	4/21	4/31	400,000	IPCA + 5.43%	-	(28,781)	(453,791)	23,809
CRI - 21 st debentures issue	2/22	2/29	700,000	IPCA + 6.60%	-	(35,871)	(748,536)	28,250
CRI - 22 nd debentures issue (1 st series)	9/22	9/30	347,928	IPCA + 6.48%	-	(20,632)	(350,747)	17,183
CRI - 22 nd debentures issue (2 nd series)	9/22	9/32	202,072	IPCA + 6.74%	-	(14,341)	(201,499)	11,665
CRI - 24 th debentures issue (3 rd series)	3/24	12/28	239,088	12.60%	(240,330)	-	-	-
Loans, financing and debentures (Hedged items)			2,010,288		(240,330)	(99,625)	(1,754,573)	78,694
				Long position				
Swap	9/17	9/24	121,200	IPCA + 6.45%	-	-	-	2,213
Swap	4/21	4/31	403,720	IPCA + 5.43%	-	28,781	454,785	(23,809)
Swap	2/22	2/29	700,000	IPCA + 6.60%	-	35,871	747,282	(28,250)
Swap	9/22	9/30	347,928	IPCA + 6.48%	-	20,653	351,009	(17,183)
Swap	9/22	9/32	202,072	IPCA + 6.74%	-	14,341	201,647	(11,665)
Swap	3/24	12/28	244,784	12.60%	238,291	-	-	-
Derivative financial instruments (Hedging instruments)			2,019,704		238,291	99,646	1,754,723	(78,694)
				Short position				
				122.10% DI	-	-	-	1,995
				DI + 1.65%	-	28,054	(442,574)	14,437
				DI + 1.29%	-	(8,835)	(725,845)	27,267
				DI + 1.00%	-	(11,362)	(349,170)	17,547
				DI + 1.27%	-	(7,550)	(201,986)	12,067
				DI + 1.90%	(274,354)	(35,924)	-	-
					(274,354)	(35,617)	(1,719,575)	73,313
				Swap net position	(36,063)	64,029	35,148	(5,381)
				Total net position	(276,393)	(35,596)	(1,719,425)	73,313

Additionally, the Group contracted swap derivative financial instruments to hedge interest payments on debts denominated in US dollars, formally designating it as a hedging instrument and the interest payments on these debts as hedged items. These designations were classified as cash flow hedge, with the effects of changes in equity. The following are critical terms and effects on the statement of financial position and statement of profit or loss:

Cash flow hedge	Hiring	Maturity	Notional value	Rates	Fair value	Other comprehensive results	Fair value	Other comprehensive results
					12/31/24	2024	12/31/23	2023
Swap	2/20	2/25		Long position				
Derivative financial instruments (Hedging instruments)			US\$ 47,000	Dollar + 4%	5,899	(17,171)	13,375	(9,928)
				Short position				
				76% DI	(8,745)	14,222	(22,967)	19,776
				Swap net position	(2,846)	(2,949)	(9,592)	9,848
Swap	3/21	2/26		Long position				
Derivative financial instruments (Hedging instruments)			US\$ 35,000	Dollar + 3.85%	12,186	(7,414)	15,526	(8,732)
				Short position				
				DI - 2.94%	(29,396)	1,067	(30,463)	23,186
				Swap net position	(17,210)	(6,347)	(14,937)	14,454
Swap	3/21	2/26		Long position				
Derivative financial instruments (Hedging instruments)			US\$ 20,000	Dollar + 3.85%	6,963	(4,329)	8,872	(4,946)
				Short position				
				DI - 3.20%	(16,363)	382	(16,746)	13,062
				Swap net position	(9,400)	(3,947)	(7,874)	8,116
Swap	2/21	2/26		Long position				
Derivative financial instruments (Hedging instruments)			US\$ 15,000	Dollar + 3.80%	5,155	(3,050)	6,568	(3,696)
				Short position				
				DI - 2.16%	(12,737)	1,011	(13,749)	9,794
				Swap net position	(7,582)	(2,039)	(7,181)	6,098
Swap	1/22	2/26		Long position				
Derivative financial instruments (Hedging instruments)			US\$ 60,000	Dollar + 3.98%	21,596	(13,525)	27,515	(14,408)
				Short position				
				DI - 5.55%	(35,727)	(5,918)	(29,810)	32,207
				Swap net position	(14,131)	(19,443)	(2,295)	17,799
Swap	2/22	2/26		Long position				
Derivative financial instruments (Hedging instruments)			US\$ 60,000	Dollar + 4.37%	15,970	(22,355)	30,211	(15,379)
				Short position				
				DI - 5.34%	(21,119)	7,643	(28,761)	30,107
				Swap net position	(5,149)	(14,712)	1,450	14,728
				Total net position [1]	(56,318)	(49,437)	(40,429)	71,043

[1] The equity balance on December 31, 2024, considers payments made to financial institutions in the context of these hedge operations in the amount of R\$32,081 in the year ended on that date.

(b) Risk management

Capital risk

The Group manages its capital to ensure the continuity of its activities, and at the same time maximizes the return of all their stakeholders by optimizing the balance debt and equity.

The Group's equity structure consists of net debt (debt broken down in Note 12, less cash and cash equivalents and marketable securities, broken down in Notes 4 and 5, respectively) and the Group's equity.

Management periodically reviews the Group's equity structure. As part of this review, the Management consider the cost of capital, asset liquidity, the risks associated to each class of equity, and the Group's indebtedness.

Management's objective is to keep debt ratios in line with the requirements of its loan, financing and debenture agreements. As of December 31, 2024, and 2023, the consolidated debt-to-equity ratio is as follows:

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Loans, financing and debentures	10,288,449	8,327,300	4,916,433	4,339,010
Cash, cash equivalents and marketable securities	(4,129,158)	(3,282,588)	(2,730,363)	(2,181,153)
Net debt	6,159,291	5,044,712	2,186,070	2,157,857
Equity	7,470,423	7,564,642	6,432,589	6,745,355
Net debt-to-equity ratio	82.4%	66.7%	34.0%	32.0%

The Group is not subject to any external debt requirements, except for the contractual obligations described in Note 12.

Market risk

The Group conducted a sensitivity analysis for financial instruments exposed to changes in interest rates and financial indicators. The sensitivity analysis was developed considering the exposure to changes in the indexes of financial assets and financial liabilities, considering the net exposure of these financial instruments as of December 31, 2024, as if such balances were outstanding during the next twelve months, as detailed below:

Exposed net financial asset and exposed financial liability, net: the change in the rate estimated for 2025 (“probable scenario”) compared to the effective rate for the year ended on December 31, 2024, multiplied by the exposed net balance as of December 31, 2024, was used to calculate the financial impact, had the probable scenario materialized in 2024. For the impact estimates, a decrease in financial assets and an increase in financial liabilities were considered, at the rate estimated for 2024 of 25% for the possible scenario and 50% for the remote scenario.

Index	Financial asset	Financial liability [1]	Net exposed financial asset (liability)	Effective rate for the 12 months ended 12/31/24	Annual rate estimated for 2025	Rates changes for each scenario	Total estimated financial impact
Probable scenario:							
DI	2,215,309	(4,588,144)	(2,372,835)	10.78%	15.41% (i)	4.63%	(109,862)
IGP-M	87,300	(41,426)	45,874	6.54%	4.92% (ii)	-1.62%	(743)
INCC-M	2,584,672	(176,341)	2,408,331	6.33%	4.39% (i)	-1.94%	(46,722)
TR	-	(1,045,949)	(1,045,949)	0.82%	1.91% (i)	1.09%	(11,401)
IPCA	693,087	(4,696,510)	(4,003,423)	4.83%	4.39% (ii)	-0.44%	17,615
Savings	981,633	(41,813)	939,820	6.43%	8.02% (ii)	1.59%	14,943
TLP	-	(321,002)	(321,002)	10.68%	11.05% (iii)	0.37%	(1,188)
							(137,358)
Scenario I:							
DI	2,215,309	(4,588,144)	(2,372,835)	10.78%	19.26%	8.48%	(201,216)
IGP-M	87,300	(41,426)	45,874	6.54%	3.69%	-2.85%	(1,307)
INCC-M	2,584,672	(176,341)	2,408,331	6.33%	3.29%	-3.04%	(73,213)
TR	-	(1,045,949)	(1,045,949)	0.82%	2.39%	1.57%	(16,421)
IPCA	693,087	(4,696,510)	(4,003,423)	4.83%	5.49%	0.66%	(26,423)
Savings	981,633	(41,813)	939,820	6.43%	6.02%	-0.41%	(3,853)
TLP	-	(321,002)	(321,002)	10.68%	13.82%	3.14%	(10,079)
							(332,512)
Scenario II:							
DI	2,215,309	(4,588,144)	(2,372,835)	10.78%	23.12%	12.34%	(292,808)
IGP-M	87,300	(41,426)	45,874	6.54%	2.46%	-4.08%	(1,872)
INCC-M	2,584,672	(176,341)	2,408,331	6.33%	2.20%	-4.13%	(99,464)
TR	-	(1,045,949)	(1,045,949)	0.82%	2.87%	2.05%	(21,442)
IPCA	693,087	(4,696,510)	(4,003,423)	4.83%	6.59%	1.76%	(70,460)
Savings	981,633	(41,813)	939,820	6.43%	4.01%	-2.42%	(22,744)
TLP	-	(321,002)	(321,002)	10.68%	16.58%	5.90%	(18,939)
							(527,729)

(i) Data obtained on B3's website.

(ii) Data obtained on Banco Central website.

(iii) Data obtained on BNDES website.

[1] Financial liabilities exposed to DI and IPCA mainly represent corporate debt. If the financial effect in a given scenario were to materialize, approximately 49% of the financial expense generated would not directly affect profit and equity, as it would be capitalized in inventories.

As required by CPC 40 / IFRS 7 - Financial instruments: Disclosure, Management believes that the estimated annual rates presented in the probable scenarios above reflect the reasonable possible scenario for 2025.

Liquidity risk

The Executive Board of Finance is responsible for the management of the liquidity risk and periodically reviews the cash flow projections, using stress scenarios and assesses the possible funding requirements, maintaining a balanced debt profile, in line with the equity structure and the indebtedness to be maintained by the Group.

The table below details the remaining contractual maturity of the Group's non-derivative financial liabilities and the contractual amortization periods, basically represented by loans, financing, debentures, credit assignment liability, payables for acquisition of land, and trade payables. This table was prepared using the undiscounted cash flows of financial liabilities, based on the earliest date on which the Group must settle the related obligations and on the projection for each index on December 31, 2024, through contractual maturity, are as follows:

	Up to 1 year	1 to 2 years	2 to 3 years	Over 3 years	Total
Consolidated:					
Floating rates liabilities	4,413,178	3,149,029	2,335,240	10,531,261	20,428,708
Fixed rates liabilities	1,091,897	992,571	128,076	1,101,198	3,313,742
Non-interest bearing liabilities	1,895,503	1,527,882	128,678	663,542	4,215,605
Total	7,400,578	5,669,482	2,591,994	12,296,001	27,958,055
Parent Company:					
Floating rates liabilities	2,110,979	1,176,457	1,159,115	6,810,083	11,256,634
Fixed rates liabilities	78,088	69,704	62,052	356,485	566,329
Non-interest bearing liabilities	991,855	441,716	78,781	575,952	2,088,304
Total	3,180,922	1,687,877	1,299,948	7,742,520	13,911,267

The Group has financial assets (basically represented by cash equivalents marketable, securities, and receivables from real estate development) that it considers sufficient to honor its commitments arising from its operating activities.

Exchange risk

As mentioned in item (a) above, the Company contracted derivative financial instruments of the swap type to protect interest payments on debt in US dollars. The Group formally designated this derivative instrument as a hedge instrument and debt interest as hedged item, establishing an economic relationship between them, according to the hedge accounting methodology. This designation was classified as a cash flow hedge, with the effects of changes in equity.

The group has loans and financing, and other balances denominated in US dollars. These loans are recorded in foreign subsidiaries abroad, whose functional currency is the US dollar. Thus, according to financial statements translation rules, the assets and liabilities of these entities are being translated using the closing exchange rates, with the impacts of exchange variations recognized in other comprehensive income, in equity.

The Group estimated, as a probable scenario, a dollar of R\$6.50, this is 5% above the closing exchange rate of December 31, 2024 (R\$6.19) and performed a sensitivity analysis of the effects on the Company's results and equity, arising from 25% and 50% depreciation of the Real in relation to the book value, as shown below:

Exchange rate exposure	Dollar value	Book value	Probable scenario	Possible scenario	Remote scenario
		R\$6.19	R\$6.50	R\$7.74	R\$9.29
Loans and financing	(681,847)	(4,222,201)	(4,433,311)	(5,277,751)	(6,333,302)
Suppliers	(17,269)	(106,935)	(112,282)	(133,669)	(160,402)
Other payables	(129,891)	(804,320)	(844,540)	(1,005,405)	(1,206,486)
(-) Cash, cash equivalents and marketable securities	42,839	265,272	278,536	331,590	397,908
Exposed net liabilities	(786,168)	(4,868,184)	(5,111,597)	(6,085,235)	(7,302,282)
Net effect on income			-	-	-
Net effect on equity			(243,413)	(1,217,051)	(2,434,098)

Credit risk

It refers to the risk of a counterparty failing to meet its contractual obligations, leading the Group to incur financial losses. The Group is exposed to credit risks related to:

- (i) Accounts receivable from customers: to mitigate this risk, the Group adopts the policy of dealing only with counterparties that have credit capacity and obtain sufficient guarantees. The trade accounts receivable is substantially collateralized by the real estate units themselves and there is no customers concentration, which reduces exposure to credit risk. The Company recognizes allowance for expected credit loss, as detailed in Note 2.2 (e).
- (ii) Financial investments: to mitigate default risk, the Group maintains its investments in financial institutions with a rating above 'A'.

Social and Environmental risks

Social and Environmental risks in the Group operating activities are related to various environmental and labor laws and regulations involving licenses, registrations, among others. The risks are managed in the form of mitigation of environmental and community impacts, as well as guaranteeing decent work conditions, observing compliance with the Company's Code of Conduct by our employees, partners and suppliers.

26. Current and deferred taxes

Deferred taxes are broken down as follows:

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Noncurrent assets:				
Income tax (IRPJ) and social contribution (CSLL)	188,068	206,794	188,068	188,068
Liabilities:				
Income tax (IRPJ)	(59,180)	(71,037)	(21,591)	(15,691)
Social contribution (CSLL)	(30,334)	(23,294)	(10,858)	(8,195)
Total - IRPJ and CSLL	(89,514)	(94,331)	(32,449)	(23,886)
Tax on revenue (PIS)	(16,063)	(12,217)	(5,542)	(4,097)
Tax on revenue (COFINS)	(74,177)	(56,644)	(25,280)	(18,888)
Total - PIS and COFINS	(90,240)	(68,861)	(30,822)	(22,985)
Total	(179,754)	(163,192)	(63,271)	(46,871)
Current	(83,044)	(66,325)	(29,435)	(22,749)
Noncurrent	(96,710)	(96,867)	(33,836)	(24,122)
	(179,754)	(163,192)	(63,271)	(46,871)

Changes in deferred income tax (IRPJ) and social contribution (CSLL) for the years ended December 31, 2024, and 2023 are as follows:

	Consolidated		Parent Company	
	2024	2023	2024	2023
Opening balance	112,463	(100,299)	164,182	(29,242)
Effect of deferred IRPJ and CSLL recognized in:				
Net income for the year	(17,286)	211,998	(8,563)	193,424
Currency translation adjustments	3,377	764	-	-
Closing balance	98,554	112,463	155,619	164,182

The breakdown of balances related to income tax (IRPJ) and social contribution to net income (CSLL) on tax loss, negative basis and temporary differences are shown as follows:

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Effects of IRPJ and CSLL on:				
Deferred assets:				
Tax loss	188,068	248,971	188,068	230,245
Reclassified deferred liabilities	-	(42,177)	-	(42,177)
Deferred assets	188,068	206,794	188,068	188,068
Deferred liabilities:				
Portion not received for real estate development	(93,664)	(72,694)	(34,790)	(26,673)
(-) Advances from customers	4,150	4,603	2,341	2,787
Temporary differences	-	(42,177)	-	(42,177)
Foreign earnings from subsidiary MRV (US)	-	(26,240)	-	-
	(89,514)	(136,508)	(32,449)	(66,063)
Reclassified deferred liabilities	-	42,177	-	42,177
Deferred liabilities	(89,514)	(94,331)	(32,449)	(23,886)

Reconciliation of income tax and social contribution expenses at the statutory and effective rates for the years ended December 31, 2024, and 2023 is as follows:

	Consolidated	
	2024	2023
Loss before income tax and social contribution	(333,609)	(73,387)
Nominal tax rate	34.00%	34.00%
Nominal result [1]	113,427	24,952
Revenue from real estate development - subsidiaries	5,577,819	4,678,260
Nominal tax rate [1]	1.92%	1.92%
Nominal result	(107,094)	(89,823)
Effects of IRPJ and CSLL on:		
Loss (income) from subsidiary MRV (US)	21,690	20,000
Financial income - subsidiaries [2]	(38,752)	(25,681)
IRPJ and CSLL in subsidiaries	(124,156)	(95,504)
IRPJ and CSLL in Individual	(56,008)	134,808
Effect RET 1% [3]	14,350	-
Other	17,326	15,644
Expenses in profit or loss	(148,488)	54,948
Breakdown of expense in profit or loss		
Current	(131,202)	(157,050)
Deferred	(17,286)	211,998
	(148,488)	54,948

[1] Nominal results presented only for information purposes, since the basis on which the rate is applied to certain projects of the Company and subsidiaries, opting for the Special Tax Regime (RET), is the revenue from real estate development and not profit before income tax and social contribution. The RET is detailed in note 2.2 (t). Additionally, the foreign subsidiary MRV (US) Holdings Corporation is subject to a different income tax rate, as detailed in note 2.2 (t).

[2] Financial income of subsidiaries is taxed at 34%.

[3] The Normative Instruction of *Receita Federal do Brasil* No. 2179, published on March 7, 2024, brought changes to the RET taxation regime for real estate projects of social interest within the scope of *Minha Casa Minha Vida* Program intended for families whose income falls within *Faixa Urbana 1*, changing these tax rate from 4% to 1%.

	Parent Company	
	2024	2023
Loss before income tax and social contribution	(447,194)	(164,623)
Tax rate	34%	34%
Nominal result	152,046	55,972
Effects of IRPJ and CSLL on:		
Equity results, gross of capitalized interest written off	131,107	214,692
Earmarked assets	155,948	51,727
Nondeductible expenses and unrecognized tax losses	(351,902)	(427,903)
Results with swaps	(117,206)	75,980
Tax loss from previous years	-	188,068
Other permanent add-back	(26,001)	(23,728)
Expenses in profit or loss	(56,008)	134,808
Breakdown of expense in profit or loss		
Current	(47,445)	(58,616)
Deferred	(8,563)	193,424
	(56,008)	134,808

As of December 31, 2024, the estimated realization of deferred tax assets, based on the forecast of future taxable income, prepared by the Company's Management, is as follows:

Expected realization	IRPJ and CSLL	
	Consolidated	Parent Company
2025	3,941	3,941
2026	9,778	9,778
2027	10,322	10,322
2028	13,602	13,602
2029	82,221	82,221
2030	68,204	68,204
Total	188,068	188,068

27. Supplemental disclosures of cash flow information

During the years ended December 31, 2024, and 2023, the Company and its subsidiaries conducted the following financing and investment transactions that did not involve cash, thus is not reflected in the statement of cash flows:

	Consolidated		Parent Company	
	2024	2023	2024	2023
Capitalized financial charges (Note 12 (d))	582,705	594,343	299,293	316,444
Right-of-use - CPC 06 (R2)	106,899	122,919	19,425	30,800
Currency translation adjustments:				
Investment properties	1,305,454	(304,301)	-	-
Property and equipment (Note 10)	71,486	(12,505)	-	-
Intangible assets (Note 11)	2,852	(490)	-	-
Loans, financing and debentures	869,480	(183,478)	-	-
Transfer investment property (Note 9):				
(To inventories) from inventories	(109,320)	(62,149)	(2,343)	(60,926)
To subsidiaries	-	-	(8,697)	(22,027)
Credit assignment liability additions	159,431	323,128	73,843	186,975

28. Unrealized revenues, costs to be incurred and cancellations

In compliance with Circular Letter No. 02/2018 dated December 12, 2018, which deals with revenue recognition of sale contracts of uncompleted real estate units of Brazilian publicly traded companies, hereby is presented the following information, mainly related to revenues to be appropriated, costs to be incurred and cancellations of units under construction.

	Consolidated		Parent Company	
	12/31/24	12/31/23	12/31/24	12/31/23
Projects under construction				
(i) Unrealized revenues from sold units				
Projects under construction:				
(a) Revenues from contracted sales	18,565,705	18,710,803	7,361,921	7,954,121
Realized revenues:				
Realized revenues	(14,258,633)	(16,052,005)	(5,573,747)	(6,899,755)
Cancellations - Reversed revenues	7,110	5,796	654	693
(b) Realized revenues, net	(14,251,523)	(16,046,209)	(5,573,093)	(6,899,062)
Unrealized revenues (a + b)	4,314,182	2,664,594	1,788,828	1,055,059
(ii) Compensation revenue from cancellations	329	242	5	2 [1]
(iii) Unrealized revenues from contracts from non-qualifying contracts for revenue recognition	894	50	133	- [1]
(iv) Provision for cancellations				
Adjustments on realized revenues	7,110	5,796	654	693
Adjustments on receivables from real estate development	(4,606)	(4,519)	(627)	(684)
Compensation revenue from cancellations	(329)	(242)	(5)	(2)
Liability - Rebates from cancellations	2,175	1,035	22	7
(v) Budgeted costs to be realized of sold units [2]				
Projects under construction:				
(a) Budgeted cost	10,076,636	11,591,645	3,962,375	4,993,987
Incurred cost:				
Construction cost	(7,587,780)	(9,986,343)	(2,938,921)	(4,381,775)
Construction cost - cancellations	2,135	1,376	73	-
(b) Incurred cost, net	(7,585,645)	(9,984,967)	(2,938,848)	(4,381,775)
Costs to be incurred of sold units (a + b)	2,490,991	1,606,678	1,023,527	612,212
Driver CI/CO (does not consider financial cost)	75.28%	86.14%	74.17%	87.74%
(vi) Budgeted costs to be realized of units in inventory [2]				
Projects under construction				
(a) Budgeted cost	7,310,602	7,126,979	2,825,422	2,979,162
(b) Incurred cost	(2,610,221)	(2,608,655)	(1,081,958)	(1,085,563)
Cost to be incurred of units in inventory (a + b)	4,700,381	4,518,324	1,743,464	1,893,599

[1] Amounts referring to contracts that comprise the provision for cancellations.

[2] Does not consider financial cost and pre-projects.

29. Insurance

The Group has an insurance policy that considers primarily risk concentration and their materiality, taking into consideration the nature of its business, and the advice of the insurance brokers. As of December 31, 2024, insurance coverage is as follows:

Items	Type of coverage	Insured amount
Construction insurance (engineering risk)	Insures, during the project construction period, any compensation for damages caused to the construction, such as: fire, lightning, theft, and other specific coverage of facilities and assemblies of the insured site.	16,204,727
Professional liability for property damages	Insures the payment of indemnities from borrower or property owner claims against the builder and/or the engineer in charge, duly registered with the CREA/CAU (Regional Engineers and Architects professional Association), related to design errors, construction defects, and/or use of incorrect materials, over a five-year period after the issue of the occupancy permit.	7,572
Warranty insurance after delivery	Insures the maintenance and resolution of construction issues during up to five years, concerning damages provided for in the Consumer Bill of Rights.	797,791
Multi-peril insurance	Insures the completion of a project construction, compensation for damages caused by fire, lightning, windstorm, electrical damages, and glass shattering.	266,012
Civil liability (works under construction)	Insures payments, up to the insured ceiling amount, of compensation for which the Company is held liable for involuntary bodily injuries or property damages caused to third parties.	2,532,000
Builder guarantee insurance	Insures the project financier that construction will be completed in the event of technical and/or financial inability by the Company.	2,462,497
Civil liability (officers)	Insures the coverage of pain and suffering payable by Company officers (D&O).	130,000
Lenders insurance	Insures that the Company will receive the outstanding balance of a property sold in case of lender's death.	2,028,991
Group life and personal injury insurance	Insures payment of compensation related to involuntary personal injuries to employees, contractors, interns, and officers.	899,131
Residential	Insures payment of compensation to the Company for covered events in leased residential properties, events such as electric damages, fire, lightning, windstorm, etc.	14,154
Corporate insurance	Insures payment of compensation to the Company for covered events occurring in leased commercial properties, events such as electric damages, fire, lightning, windstorm, etc.	116,115
Aircraft insurance	Insures payment of compensation to the Company for damages to aircraft hulls, covered risks, such as expense and liability payment reimbursements claimed from the Company due to the use of insured aircraft.	745,286
Legal guarantee insurance	Insures to the policyholder the payment of any disputed amount in full related to any lawsuit filed with any court or threatened. The contracted guarantee replaces escrow deposits.	317,645
Infrastructure insurance	Insures to City authorities the completion of any infrastructure works required under licensing procedures of the projects under construction.	362,877
Property delivery insurance	Insures to the barterers the delivery of the units subject matter of the Barter Instrument entered into by the parties.	99,682
Warranty insurance for Infrastructure	It guarantees the execution of infrastructure works in the project construction required by the financial institution to make the project feasible.	489,537
Rent Guarantee Insurance	It guarantees indemnification to the lessor the receipt of rent, property tax, condominium and ancillary expenses if they are not paid by the lessee.	534
Financial guarantee insurance	It guarantees the indemnity to the seller of the land by means of payment in cash in case of impossibility or insolvency of the Borrower.	697,880

30. Approval of the Financial Statements

These financial statements were approved by the Board of Directors on February 24, 2025, as recommended by the Company's Audit Committee and Fiscal Council.

Guidance 2024

**MRV REAL ESTATE DEVELOPMENT:
ALL 2024 GUIDANCE
TARGETS ACHIEVED**

	2024 GUIDANCE	2024 RESULTS
Net Revenue	R\$ 8 to 8.5 billion	R\$ 8.5 billion
Gross Margin	26 - 27%	26.4%
Cash Generation*	R\$ 300 to 400 million	R\$ 419 million
Net Debt/ Equity**	36 - 34%	35.7%
Net Income***	R\$ 250 to 290 million	R\$ 274 million

* Cash Generation excludes the effects of debt swaps.

** Considers the adjustments mentioned in Cash Generation and Net Income for the fiscal year 2024.

*** Net Income excludes the effects of Equity Swap, mark-to-market adjustments of debts, and gains and losses from cash flow swaps.

MRV ENGENHARIA E PARTICIPAÇÕES S.A.

CNPJ/ME No. 08.343.492/0001-20

NIRE 31.300.023.907

Publicly-held Company

FISCAL COUNCIL OPINION

The Fiscal Council of **MRV ENGENHARIA E PARTICIPAÇÕES S.A.** ("Company"), in compliance with the legal provisions, pursuant to article 163, of Law No. 6.404/1976, of December 15, 1976, as amended ("Corporate Law") and its statutory attributions, examined the Annual Management Report and the Financial Statements for the fiscal year ended on December 31, 2024, with absorption of the loss by the earnings retention reserve.

Based on the work carried out and considering the Annual Management Report and the Financial Statements for the fiscal year ended on December 31, 2024, and also the opinion of the Independent Auditors, Ernst & Young *Auditores Independentes S/S*, as well as the information and clarifications received from Controllership Department, the Company's Officers and the mentioned Auditors, the Fiscal Council unanimously issues the Opinion that the Financial Statements for the year ended December 31, 2024, as well as the Annual Management Report adequately represent, in all respects material aspects, the equity and financial position of **MRV ENGENHARIA E PARTICIPAÇÕES S/A** on December 31, 2024 and are in a position to be appreciated and approved by the Annual Shareholders' Meeting, without any reservation.

Belo Horizonte/MG, February 21th, 2025.

Sicomar Benigno de Araújo Soares
Member of the Fiscal Council

Marcelo Marques Pacheco
Member of the Fiscal Council

Thiago da Costa e Silva Lott
Member of the Fiscal Council

About the Statutory Audit Committee:

The Statutory Audit Committee ("Committee") of MRV Engenharia e Participações S.A. ("Company") is a statutory body that operates permanently and provides advice to the Company's Board of Directors, with operational and financial autonomy.

As part of the process of continuous evolution of the Company's corporate governance and compliance with the regulation of the Regulamento do Novo Mercado da B3 – Brasil, Bolsa, Balcão ("Regulamento do Novo Mercado"), the Committee had its installation and its Internal Regulation ("Regulation") approved by the Company's Board of Directors at a meeting held on April 14, 2020. The Committee's Regulation is available on the Company's IR page.

Composition:

In accordance with Article 31 of the Company's Bylaws, and item 4. of the Regulation, the Company's Committee shall be composed from 3 (three) to 5 (five) effective members, elected by the Board of Directors, for a unified term of office of 2 years, allowed re-election, being that: (i) the majority of its members shall be independent, according to the independence criteria established by the "Regulamento do Novo Mercado" and the Securities and Exchange Commission ("CVM"), and other applicable regulations; (ii) at least 1 (one) member shall be an independent board member of the Company, as defined in the "Regulamento do Novo Mercado"; and (iii) at least 1 (one) member shall have recognized experience in matters of corporate accounting, internal controls, information, and financial operations and audit, cumulatively, in accordance with the applicable regulations, being possible that such requirement is cumulated by the independent board member provided for in item (i).

The Audit Committee of the Company is composed of three (3) members. The members of the Committee were elected during the Board of Directors meeting held on March 7, 2024. However, during the year 2024, Mr. Leonardo Guimarães Correa resigned from his position as a member of the Committee and was replaced by Mr. Marcelo Amaral Moraes, in accordance with the election held during the Board of Directors meeting on November 25, 2024.

The current members of the Committee are: Antônio Kandir (Committee Coordinator and Independent Director), Marcelo Amaral Moraes (Committee Secretary), and Paulino Ferreira Leite (Accounting and Auditing Specialist).



Regarding the performance and independence of the Committee members: (i) two (2) members are independent (meeting the independence criteria set forth in the "Regulamento do Novo Mercado" and by the Brazilian Securities and Exchange Commission - CVM); and (ii) one (1) of them is a specialist in accounting and finance, holding no other position within the Company. Among the members elected to the Committee, one serves as the Coordinator.

Duties and Responsibilities:

The Committee has as main objectives to supervise the quality and integrity of financial reports, adherence to legal, statutory, and regulatory rules, the adequacy of risk management processes, and the activities of internal audit and independent audit of the Company.

The Committee's analyses are based on the information received by the Company's Management, the Independent Audit, and the areas of internal audit, risk management, and internal controls.

The Committee's competence is listed in its Regulation and are carried out in strict accordance with the requirements set forth in CVM Resolution No. 80, in the "Regulamento do Novo Mercado", in the recommendations of the "Manual de Melhores Práticas de Governança Corporativa do Instituto Brasileiro de Governança Corporativa" ("Manual de Melhores Práticas de Governança Corporativa do IBGC"), in the Company's Bylaws, which is:

- ✚ Monitor the quality control of financial statements, internal controls, and risk management and compliance - Item 22, of Annex D of CVM Resolution 80.
- ✚ Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work - Item 24, of Annex D of CVM Resolution 80.
- ✚ Issue opinion on the hiring and removal of independent audit services - Art. 22, item IV, point "a" of the "Regulamento do Novo Mercado".
- ✚ Evaluate the quarterly information, interim statements and financial statements - Art. 22, item IV, point "b" of the "Regulamento do Novo Mercado"s.
- ✚ Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, point "d" of the "Regulamento do Novo Mercado".
- ✚ Evaluate, monitor and recommend to management the correction or improvement of internal policies, including the Related Party Transaction Policy - Art. 22, item IV, point "e" of the "Regulamento do Novo Mercado".
- ✚ Evaluate through the reception and treatment of information regarding the non-compliance with legal and normative provisions applicable to the Company, in addition to internal regulations and codes, ensuring the protection of the provider

and the confidentiality of the information - Art. 22, item IV, point "f" of the "Regulamento do Novo Mercado".

✚ Inform its activities to the Company's Board of Directors on a quarterly basis, including in the minutes of the mentioned report - Art. 22, §2 of the "Regulamento do Novo Mercado".

✚ Monitor the activities of the internal audit and internal controls area of the Company, including the quality of its work, existing structure, work plan and results of the work held - Recommendation of the "Manual de Melhores Práticas de Governança Corporativa do IBGC".

Meetings held and main topics discussed in 2024:

The Committee has a Work Plan defined annually for the proper planning and execution of its responsibilities.


The Committee convened 11 (eleven) times during the fiscal year of 2024 to fulfill its legal and regulatory obligations. In addition to the Independent Audit, the following areas also participated as guests in the Committee meetings: (i) Controllershship; (ii) Legal; (iii) Internal Audit; (iv) Governance, Risk, Compliance, and Privacy; (v) Quality and Post-Delivery; (vi) Billing and Renegotiations; (vii) Shared Services Center; (viii) "Banco MRV"; (ix) Real Estate Development; (x) Back Office Real Estate Development; and (xi) RESIA.


Among the topics discussed we can highlight the following:


✚ MEETING HELD ON JANUARY 26, 2024	
AGENDA	RELATED COMPETENCE
Report on the activities performed by the Independent Auditor during the fiscal year of 2023.	Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work. Item 24, of Annex D of CVM Resolution No. 80
Start of the process of evaluating the Committee's work in the 2023 financial year	Structure and release a committee evaluation process. Art. 18 of the "Regulamento do Novo Mercado"


✚ MEETING HELD ON FEBRUARY 28, 2024	
AGENDA	RELATED COMPETENCE
Independent Auditor's Report on the Financial Statements for the Fiscal Year 2023.	To monitor the quality control of financial statements, internal controls, risk management and compliance. Item 22, of Annex D of CVM Resolution No. 80

Independence of the Independent Auditor	<p>Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work.</p> <p>Item 24, of Annex D of CVM Resolution No. 80</p>
Approval of the Annual Report of the Committee	<p>Release, annually, summary report of the Audit Committee including the meetings held and the main topics discussed, highlighting the recommendations made by the Committee to the Company's Board of Directors.</p> <p>Art. 22, §1 of the "Regulamento do Novo Mercado"</p>
Conclusion of the Committee's evaluation process regarding the work carried out in the fiscal year 2023.	<p>Structure and release a committee evaluation process.</p> <p>Art. 18 of the "Regulamento do Novo Mercado"</p>


 MEETING HELD ON MAY 7, 2024	
AGENDA	RELATED COMPETENCE
Quarterly Information Analysis (ITR) of the first quarter of 2024 for disclosure on May 8 th , 2024	<p>Evaluate whether the Quarterly Information has been correctly prepared, whether it adequately reflects the company's situation and whether it is in line with other information presented by the organization.</p> <p>Art. 22, item IV, point "b" of the "Regulamento do Novo Mercado"</p>
Quarterly report on activities carried out by the Governance, Risks, Compliance and Privacy sector	<p>Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out.</p> <p>Recommendation from the IBGC Corporate Governance Best Practices Manual</p> <p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado".</p>
Pro Soluta and Default Monitoring	<p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, accompanying and supervising the risk management process.</p> <p>Art. 22, item IV, point "d" of the "Regulamento do Novo Mercado"</p>


 MEETING HELD ON JULY 16, 2024	
AGENDA	RELATED COMPETENCE
Quarterly report on activities carried out by the Governance, Risks, Compliance and Privacy sector	<p>Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out.</p> <p>Recommendation from the IBGC Corporate Governance Best Practices Manual</p> <p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado".</p>
Independent Auditor's Report on internal controls	<p>Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work.</p> <p>Item 24, of Annex D of CVM Resolution No. 80</p>


 MEETING HELD ON AUGUST 06, 2024	
AGENDA	RELATED COMPETENCE
Legal Presentation - Provisions for Contingencies	<p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado"</p>
Quarterly Information Analysis (ITR) of the second quarter of 2024 for disclosure on August, 07 th , 2024	<p>Evaluate whether the Quarterly Information has been correctly prepared, whether it adequately reflects the company's situation and whether it is in line with other information presented by the organization.</p> <p>Art. 22, item IV, point "b" of the "Regulamento do Novo Mercado"</p>

 MEETING HELD ON SEPTEMBER 17, 2024	
AGENDA	RELATED COMPETENCE
Independent Audit Work Plan	<p>Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work.</p> <p>Item 24, of Annex D of CVM Resolution No. 80</p>

<p>Presentation of Real Estate Development.</p>	<p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado"</p>
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 MEETING HELD ON OCTOBER 15, 2024	
AGENDA	RELATED COMPETENCE
<p>Quarterly report on activities carried out by the Governance, Risks, Compliance and Privacy sector</p>	<p>Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out. Recommendation from the IBGC Corporate Governance Best Practices Manual Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado".</p>
<p>RESIA Presentation</p>	<p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado"</p>

 MEETING HELD ON NOVEMBER 12, 2024	
AGENDA	RELATED COMPETENCE
<p>Quarterly Information Analysis (ITR) of the third quarter of 2024 for disclosure on November 13th, 2024</p>	<p>Evaluate whether the Quarterly Information has been correctly prepared, whether it adequately reflects the company's situation and whether it is in line with other information presented by the organization. Art. 22, item IV, point "b" of the Regulamento do Novo Mercado</p>
<p>Approval of the annual meeting calendar for the 2025 fiscal year</p>	<p>Have an annual calendar of meetings, established at the first annual meeting of the Committee. Item 5.1. of the Committee's Internal Regulations</p>
<p>Presentation - Provisions for guarantees</p>	<p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado"</p>
<p>Presentation – SPEs with losses</p>	

 MEETING HELD ON DECEMBER 05, 2024	
AGENDA	RELATED COMPETENCE
Approval of the Work Plan, developed in 2024 and planned for 2025, of the Governance, Risks, Compliance and Privacy sector	<p>Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out.</p> <p>Recommendation from the IBGC Corporate Governance Best Practices Manual</p> <p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado".</p>
Report of activities carried out by the areas of Privacy; Risks and Internal Audit; and Compliance	<p>Monitor the activities of the Company's internal audit and internal controls area, including the quality of its work, existing structure, work plan and results of the work carried out.</p> <p>Recommendation from the IBGC Corporate Governance Best Practices Manual</p> <p>Evaluate and monitor the Company's risk exposures, including operational, financial, strategic and image risks, monitoring and supervising the risk management process - Art. 22, item IV, item "d" of the "Regulamento do Novo Mercado"</p>
Report on the work carried out by the Independent Audit in 2024	<p>Monitor the effectiveness of the work of the independent auditors and their independence, reporting to the Board of Directors the evolution of the work.</p> <p>Item 24, of Annex D of CVM Resolution No. 80</p>

It should be noted that in order to comply with the proper management of the Company's financial information and internal controls, the Controllership area attended in all meetings held.

Regarding the monitoring and analysis of the Company's risk management process, the Internal Audit department participated in the meetings held on May 7, 2024, July 16, 2024, October 15, 2024, and December 5, 2024.

In accordance with Article 32 of the Company's Bylaws, the members of the Committee interact and cooperate with the members of the Fiscal Council whenever necessary, receiving and analyzing relevant information of the bodies.

All meetings were recorded in minutes and signed by its members, being duly archived at the Company's headquarters.

Risk Assessment and Exposure Monitoring:

The Company's Internal Audit department, in a meeting held on December 7, 2023, presented the Work Plan for the fiscal year 2024 to the Committee, and the presented plan was approved by the Committee. In addition to the periodic interaction between the Internal Audit department and the Committee, the reporting of activities carried out by the said department was formally conducted in the Committee meetings held on May 7, July 16, October 15, and December 5, 2024.

Regarding the Independent Audit, it presented its Work Plan for the fiscal year 2024 to the Committee in a meeting held on September 17, 2024, and the presented plan was approved by the Committee.

Report to the Board of Directors:

The Committee reports itself to the Board of Directors and acts with operational autonomy and with its own budget in the performance of its competence, acting as an auxiliary, consultative and advisory body for the Company's Board of Directors regarding the control over the quality of financial statements and internal controls, aiming at the reliability and integrity of the information. The function of its members is nondelegable and must be exercised exclusively by the elected members.

The Committee reported to the Board of Directors, in the meeting held on November 25, 2024, on the activities carried out in the exercise, including the work performed and the discussions.

Committee Evaluation Process:

The Audit Committee Regulation, in its article 8.1 and the Regulamento Novo Mercado, in Article 18 and paragraphs, require the Company to structure and disclose an Evaluation Process of the Committee and its members, to be carried out at least once during the term of its term of office. This evaluation is a fundamental step to ensure the autonomy and effectiveness of the Committee, allowing its strengthening and improvement of the Company's corporate governance.

The Committee's Evaluation Process regarding the work carried out in the year 2023 was initiated in a meeting held on January 26, 2024, with its results analyzed and discussed in a meeting held on February 28, 2024. The aforementioned results were reported to the Board of Directors in the meeting held on April 9, 2024.

Regarding the fiscal year 2024, the Evaluation Process was initiated on February 14, 2025, with its results analyzed and discussed in a meeting held on the present date (February 21, 2025). It was also recorded that the result of the Evaluation will be duly reported to the Board of Directors.

Planning for the 2024 Fiscal Year:

According to the Work Plan analyzed and approved by the Committee at the meeting held on November 12, 2024, the Committee will hold 9 (nine) ordinary meetings in the fiscal year 2025, which will have as their agenda the legal and

regulatory duties listed in this Annual Report in item “Duties and Responsibilities”, without prejudice to any extraordinary meetings in which the Committee’s action is necessary.

Conclusion and recommendations

The members of the Company's Committee, in the exercise of their legal duties and responsibilities, analyzed the Financial Statements, including the Independent Audit's opinion and the Annual Management Report, regarding to the fiscal year ended on December 31, 2024, with absorption of the loss by the profit retention reserve, ad referendum to the Company's Board of Directors.

Considering the information provided by the Company's Management and by the Independent Audit, the Committee concluded that the information and documents submitted regarding the Financial Statements for the fiscal year ended on December 31, 2024, including Independent Audit's opinion and the Annual Management Report, adequately reflect, in all relevant aspects, the Company's financial and equity positions, unanimously recommending the Company's Board of Directors’ statement in favor of the mentioned documents.

Belo Horizonte/MG, February 21, 2025.

Antonio Kandir

Committee Member and Coordinator

Marcelo Amaral Moraes

Committee Member and Secretary

Paulino Ferreira Leite

Committee Member

Belo Horizonte, February 24, 2025

By this instrument, the Chief Executive Officer and the other Directors of MRV Engenharia e Participações S.A. (“MRV”), a publicly-held corporation, headquartered at Avenida Professor Mário Werneck, 621 - Estoril - Belo Horizonte - Minas Gerais, for the purposes of the provisions of item II, of paragraph 1 of article 29 and of items V and VI of paragraph 1 of article 25 of CVM Instruction nº 480 of December 7, 2009 (“INSTRUCTION”) declare that:

- (i) reviewed, discussed and agreed with MRV’s financial statements for the fiscal year ended December 31, 2024.
- (ii) reviewed, discussed and agreed with the opinions expressed in the Ernst & Young Auditores Independentes S.S. independent auditors’ report, regarding MRV’s financial statements for the fiscal year ended December 31, 2024.

Rafael N. Menin Teixeira de Souza
Chief Executive Officer of Region MG, RJ, ES, CO, NE and NO

Ricardo Paixão Pinto Rodrigues
Chief Financial and Investor Relations Officer

Marcelo Paulino Santana
Controllership Director