

**RAIA DROGASIL S.A.**  
CNPJ/ME nº 61.585.865/0001-51  
NIRE nº 35.300.035.844  
Publicly Held Company – Category A

**MATERIAL FACT**  
**CAPITAL INCREASE WITH BONUS DISTRIBUTION**  
**& 2026 STORE OPENING GUIDANCE**

**RAIA DROGASIL S.A.** (“RD Saúde” or the “Company”), pursuant to Article 157, paragraph 4, of Law No. 6,404/1976 (“Brazilian Corporations Law”) and CVM Resolution No. 44/21, hereby informs its shareholders and the market in general that the Company’s Board of Directors resolved to submit to the Extraordinary General Meeting of Shareholders to be held on December 22, 2025 (“EGM”), a proposal to increase the Company’s capital stock through the capitalization of part of its profit reserves in the total amount of R\$750,000,000.00 (seven hundred and fifty million reais).

This capital increase aims to distribute shares to shareholders free of charge, as a bonus (*bonificação*), in the amount of 2% (two percent) of the current total outstanding common shares, corresponding to the issuance of 34,360,144 (thirty-four million, three hundred and sixty thousand, one hundred and forty-four) new common shares. Shareholders will receive, as a bonus, 1 (one) new share for each 50 (fifty) existing common shares held on the date of the EGM.

If the capital increase is approved by the EGM, shareholders who are on the Company’s shareholder base at the close of trading on December 22, 2025 will be entitled to the bonus shares. As from and including December 23, 2025, the Company’s shares will trade “ex-bonus” on B3 S.A. – Brasil, Bolsa e Balcão.

The new shares will be granted free of charge to shareholders, conferring all rights established as of the date of the EGM. The shares resulting from the bonus, if approved, will be credited to shareholders’ positions on December 26, 2025, which will be reflected in the custody statements of the shareholders. The Company, emphasizes, however, that the updated positions including the bonus shares will only be visible as of the first subsequent business day, i.e., December 29, 2025, when shareholders will be able to view their updated balances.

The bonus will be allocated exclusively in whole numbers. After approval by the EGM, the Company will set a period of no less than 30 (thirty) days for shareholders to transfer any fractional shares resulting from the bonus, pursuant to Article 169, paragraph 3, of the Brazilian Corporations Law. After this period, any remaining fractions will be grouped into whole numbers and sold on B3 – Brasil, Bolsa, Balcão, with the net proceeds made available to the shareholders holding such fractions. The Company will disclose detailed information on this procedure in due course.

The cost basis assigned to the bonus shares will be R\$ 21.827615157841 per share, pursuant to Law No. 9,249/95.

Additional information regarding the matters to be resolved at the EGM is detailed in the Management Proposal disclosed today on the Company’s Investor Relations website and filed with the Brazilian Securities Commission (CVM).

**and also,**

In compliance with CVM Resolution No. 44/21, as amended, the Company hereby announces to the public that it has established a store opening guidance for the year of 2026.

The guideline for the year of 2026 is set to be between **330 and 350 new store openings**.

This guideline was elaborated based on our past experience and considers our expectations regarding our operations, observing, especially:

- (i) our expansion strategy;
- (ii) our financial capacity to support investments;
- (iii) our capacity to obtain attractive locations at sound expected returns;
- (iv) our capacity to implement new stores, including our engineering structure and the availability of qualified personnel within our career plans in order to operate the additional stores;
- (v) other circumstances inherent to expansion activities.

We highlight that this guideline is an estimate, and does not constitute a promise of performance, and that it may be reviewed (positively or negatively) by the Company's management.

São Paulo, December 01, 2025.

**RAIA DROGASIL S.A.**

Flávio de Moraes Correia  
Investor Relations Officer