

MAGAZINE LUIZA S.A.
Publicly-held Company with Authorized Capital
Brazilian Taxpayers' Registry No. 47.960.950/0001-21
NIRE 35.3.0010481.1

MATERIAL FACT

MAGAZINE LUIZA S.A. ("**Company**" or "**Magalu**"), pursuant to article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended ("**Brazilian Corporate Law**") and the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* or "**CVM**") Resolution No. 44, of August 23, 2021, hereby informs its shareholders and the market in general that, at a meeting of the Board of Directors of the Company, held on January 26, 2024, was approved the Company's share capital increase ("**Capital Increase**") in the amount of R\$1.25 billion, fully guaranteed by the controlling shareholders and by Banco BTG Pactual S.A. and its affiliates ("**BTG**").

In the context of the Capital Increase, the Company's controlling shareholders and BTG made the following commitments:

- The Company's controlling shareholders guaranteed the subscription (including by means of any unsubscribed shares) of up to R\$ 1 billion within the scope of the Capital Increase by entering into certain contracts and derivative agreements with BTG;
- Additionally, BTG undertook to subscribe for Shares in the total amount of up to R\$ 250 million, subject to the availability of unsubscribed shares, and such Shares will not be the subject of the derivatives agreement entered into with the controlling shareholders.

The Capital Increase, to be implemented within the limit of the authorized capital provided for in the Company's bylaws, contemplates the issue for private subscription of 641,025,641 common shares, all book-entry shares with no par value ("**Shares**"), at an issue price of R\$ 1.95 per Share, totaling an issuance amount of R\$ 1.25 billion.

The issuance price per Share was fixed, without undue dilution for the current shareholders of the Company, based on article 170, paragraph 1, item III, of the Brazilian Corporate Law, considering the volume-weighted average price (VWAP) of the shares issued by the Company on January 26, 2024 (corresponding to R\$2.05 per share) and a discount of approximately 5%.

The Capital Increase aims to (i) accelerate the investments in technology, including the expansion of Luizalabs and the evolution of the marketplace platform, user experience (UX) and Advertising, Fintech, Fulfillment and Magalu Cloud services, and (ii) optimize the Company's capital structure.

The Company clarifies that it is not a party to any contract or has assumed any obligation related to the aforementioned share subscription commitments, but understands that the Capital Increase represents a relevant transaction for the Company's strategic positioning, as follows:

- It is a way of the controlling shareholders' to demonstrate their confidence in the Company and its business, with the potential to increase its shareholding from 56.4% to 58.4% of the total capital;
- It allows management to accelerate investments in technology, while at the same time intensifying the reduction of financial expenses currently underway.

The notice to shareholders disclosed on the date hereof on the websites of the Company (<https://ri.magazineluiza.com.br/>), CVM (gov.br/cvm) and B3 (b3.com.br), contains additional information on the procedures and terms for the exercise of preemptive rights, for the subscription of unsubscribed shares and other conditions applicable to the Capital Increase, including the

information required by article 33, item XXXI, of the CVM Resolution No. 80, of March 29, 2022 (“Notice to Shareholders”).

The Company will keep its shareholders and the market informed about the Transaction and the Capital Increase, pursuant to applicable laws and regulations.

São Paulo, January 28, 2024.

Roberto Bellissimo Rodrigues
Chief Financial and Investor Relations Officer