



**METALÚRGICA GERDAU S.A.**  
TAX ID (CNPJ/ME) 92.690.783/0001-09  
REGISTRY (NIRE): 35300520751

**MATERIAL FACT**  
**CAPITAL INCREASE WITH SHARES BONUS**

**Metalúrgica Gerdau S.A.** (B3: GOAU), announces to its shareholders and the general market the Company's Board of Directors has approved, on this date, an increase in the Company's capital to R\$ 10,997,340,746.29 through the capitalization of part of the balance of the Profit Reserve account – Reserve for Investments and Working Capital, existing as of 09/30/2025, in the amount of BRL 2,749,128,981.28, with the issuance of 331,202,144 new book-entry shares, with no par value, of which 121,691,563 will be common and 209,510,581 will be preferred shares, to be assigned free of charge to stockholders, as bonus, in the proportion of 0.3333 new share for every 1 share of the same type held at the final stockholding position on December 18, 2025.

The new shares will be entitled to any dividends and/or interest on capital that may be declared after December 18, 2025 (including) and will be included in the stockholders' positions on December 22, 2025. Bonus shares will be always granted in whole numbers, and for this reason any stockholders who wish to transfer fractions of their shares (which result in 1 (one) share of the same class) may do so in the period from December 24, 2025 to January 24, 2026 as follows:

- (i) through accounts of the same ownership in different brokers, and/or
- (ii) through trading in a private environment of the non-organized over-the-counter market (operations not registered on the Stock Exchange).

After this period elapses, any remaining amounts of these fractions will be separated, grouped in whole numbers, and sold at auction on B3. The net proceeds from such sale will be made available to the holders of these fractions at a date to be informed in due course by the Company.

The cost attributed to bonus shares is R\$8.30 per share, for the purposes of the provision in paragraph 1 of Article 58 of the Brazilian Federal Revenue Service's Regulatory Instruction No. 1585/15.

São Paulo, December 15, 2025

**Rafael Dorneles Japur**  
Vice-President and  
Investor Relations Officer