

**KEFRAYA PARTICIPAÇÕES S.A.**

CNPJ/ME nº 44.911.116/0001-58

NIRE 42.300.055.794

**ATA DA ASSEMBLEIA GERAL EXTRAORDINÁRIA  
REALIZADA EM 5 DE FEVEREIRO DE 2025**

**1. DATA, HORA E LOCAL:** Aos 05 dias do mês de fevereiro do ano de 2025, às 14:00 horas, na sede social da **Kefraya Participações S.A.**, localizada na cidade de Itajaí, Estado de Santa Catarina, na Rua Delfim Mário de Pádua Peixoto, nº 1.455, Sala 04-B, Praia Brava, CEP 88306-806 ("**Companhia**").

**2. CONVOCAÇÃO E PRESENÇA:** Dispensada a convocação prévia consoante ao disposto no parágrafo 4º, do artigo 124 da Lei nº 6.404, de 15 de dezembro de 1976, conforme alterada ("**LSA**"), tendo em vista a presença de representantes da totalidade do capital social da Companhia.

**3. MESA:** **Mohamad Hussein Abou Wadi** – Presidente; e **Rafael Gomes Perri** – Secretário.

**4. ORDEM DO DIA:** Deliberar sobre: **(i)** a consignação da integralização parcial do capital social da Companhia e a prorrogação do prazo para integralização do seu capital social remanescente; **(ii)** a redução do capital social da Companhia, com o cancelamento de ações, por considerá-lo excessivo em relação ao objeto social da Companhia, nos termos do artigo 173 da LSA; **(iii)** a alteração da Cláusula 5ª – Capital Social, do Estatuto Social da Companhia, a ser implementada após decorrido o prazo legal previsto no artigo 174 da LSA; e **(iv)** a autorização à administração da Companhia a tomar todas as providências necessárias para efetivar as deliberações aprovadas em assembleia.

**5. DELIBERAÇÕES:** Instalada a assembleia, e após discussão das matérias indicadas na Ordem do Dia, os acionistas, por unanimidade e sem quaisquer restrições e/ou ressalvas, deliberaram o quanto segue:

**5.1** Inicialmente, os acionistas gostariam de consignar que o capital social atual da Companhia é de R\$ 95.873.552,84 (noventa e cinco milhões, oitocentos e setenta e três mil e quinhentos e cinquenta e dois reais e oitenta e quatro centavos), dividido em 8.171.899 (oito milhões, cento e setenta e uma mil e oitocentas e noventa e nove) ações ordinárias, nominativas e sem valor nominal, totalmente subscrito e parcialmente integralizado, sendo que o valor de R\$ 71.873.552,84 (setenta e um milhões e oitocentos e setenta e três mil e quinhentos e cinquenta e dois reais e oitenta e quatro centavos) encontra-se integralizado, em moeda corrente nacional, e o valor de R\$ 24.000.000,00 (vinte e quatro milhões de reais) encontra-se pendente de integralização.

**5.2** Consignada a atual estrutura do capital social da Companhia, resolvem os acionistas informar que a acionista da Companhia, **CRESCERA GROWTH CAPITAL MASTER V FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES – MULTISTRATÉGIA** ("**Crescera**"), realizará a integralização parcial, em moeda corrente nacional, do valor de R\$ 10.000.000,00 (dez milhões de reais) do preço de emissão das ações ordinárias da Companhia, nominativas e sem valor nominal, subscritas pela Crescera na Assembleia Geral Extraordinária da Companhia realizada em 15 de março de 2023, da seguinte forma: (i) o valor total de R\$ 5.000.000,00 (cinco milhões de reais) será integralizado no prazo

máximo de 2 (dois) dias úteis contados da presente data; e (ii) o valor total de R\$ 5.000.000,00 (cinco milhões de reais) será integralizado até 31 de dezembro de 2025.

**5.3** Ato seguinte, os acionistas decidem aprovar, de comum acordo, sem quaisquer ressalvas ou restrições, a redução do capital social da Companhia em R\$ 14.000.000,00 (quatorze milhões de reais), que atualmente não se encontram integralizados, com o cancelamento de 432.417 (quatrocentas e trinta e duas mil e quatrocentas e dezessete) ações ordinárias nominativas e sem valor nominal da Companhia, detidas pela acionista Crescera, inscritas e não integralizadas, por considerá-lo excessivo em relação ao objeto social da Companhia, nos termos do artigo 173 da LSA. Considerando que a redução se dá em parcela não integralizada do capital social da Companhia, não haverá devolução de valores aos acionistas.

**5.4** Dessa forma, uma vez decorrido o prazo legal de 60 (sessenta) dias previsto no artigo 174 da LSA, o capital social da Companhia passará de R\$ 95.873.552,84 (noventa e cinco milhões, oitocentos e setenta e três mil e quinhentos e cinquenta e dois reais e oitenta e quatro centavos) para R\$ 81.873.552,84 (oitenta e um milhões, oitocentos e setenta e três mil e quinhentos e cinquenta e dois reais e oitenta e quatro centavos), com a consequente diminuição do número de ações ordinárias de 8.171.899 (oito milhões, cento e setenta e uma mil e oitocentas e noventa e nove) para 7.739.482 (sete milhões, setecentas e trinta e nove mil e quatrocentas e oitenta e duas) ações ordinárias, todas nominativas e sem valor nominal, totalmente inscritas e parcialmente integralizadas, sendo R\$ 71.873.552,84 (setenta e um milhões e oitocentos e setenta e três mil e quinhentos e cinquenta e dois reais e oitenta e quatro centavos) integralizados em moeda corrente nacional e restando pendente de integralização o valor de R\$ 10.000.000,00 (dez milhões de reais), que serão integralizados na forma e prazos previstos no Item 5.2 acima.

**5.5** Os acionistas consignam que, nos termos do artigo 174 da LSA, a redução do capital social da Companhia e o cancelamento de ações aqui aprovados só serão efetivados após decorrido o prazo legal de 60 (sessenta) dias para a manifestação dos credores, contado das publicações exigidas por lei, sendo que a Assembleia Geral pertinente que ratificará a redução de capital aqui aprovada será arquivada, pelos meios próprios, na Junta Comercial do Estado de Santa Catarina.

**5.6** Uma vez decorrido o referido prazo legal de 60 (sessenta) dias previsto no artigo 174 da LSA sem que haja oposição de credores e efetivada a redução de capital acima aprovada, restará alterado o *caput* do Artigo 5º do Estatuto Social da Companhia, que passará a vigor com a seguinte redação:

*"Artigo 5º - O capital social da Companhia é de R\$ 81.873.552,84 (oitenta e um milhões, oitocentos e setenta e três mil e quinhentos e cinquenta e dois reais e oitenta e quatro centavos), representado por 7.739.482 (sete milhões, setecentas e trinta e nove mil e quatrocentas e oitenta e duas) ações ordinárias, nominativas e sem valor nominal."*

**5.7** Por fim, os acionistas autorizam a administração da Companhia a praticar todos os atos que sejam necessários para a implementação das deliberações aprovadas acima, incluindo a publicação desta ata nos termos da lei aplicável, bem como seu arquivamento na Junta Comercial competente, para os devidos fins legais.

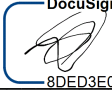
**6. LAVRATURA:** A lavratura da ata na forma de sumário foi autorizada pelos acionistas, conforme previsto no Artigo 130, parágrafo 1º, da LSA.

**7. ENCERRAMENTO:** Nada mais havendo a tratar, foi oferecida a palavra a quem dela quisesse fazer uso e, como ninguém se manifestou, o Sr. Presidente deu por encerrados os trabalhos da Assembleia, determinando que fosse lavrada a presente ata, que, lida e achada conforme, foi assinada pelos presentes.

**8. ASSINATURAS:** Mesa: Presidente, Mohamad Hussein Abou Wadi; e Secretário: Rafael Gomes Perri. Acionistas presentes: NTCA Novos Negócios Educacionais Ltda., W.P.H. Participações Ltda., e Crescera Growth Capital Master V Fundo de Investimento em Participações – Multiestratégia.

Balneário Camboriú/SC, 05 de fevereiro de 2025.

Mesa:

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Mohamad Hussein Abou Wadi  
Presidente


DocuSigned by:  
  
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Rafael Gomes Perri  
Secretário

Acionistas presentes:

**NTCA NOVOS NEGÓCIOS EDUCACIONAIS LTDA.**

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Por Rafael Gomes Perri

**W.P.H. PARTICIPAÇÕES LTDA.**

DocuSigned by:  
  
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Por Mohamad Hussein Abou Wadi

**CRESCERA GROWTH CAPITAL MASTER V FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES  
– MULTIESTRATÉGIA**

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Nome: Felipe Argalji

DocuSigned by:  
  
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Nome: Daniel Borghi

[continuação da página de assinaturas da Ata da Assembleia Geral Extraordinária da Kefraya Participações S.A., realizada em 05 de fevereiro de 2025]

## Certificado de Conclusão

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 Assunto: Complete with Docusign: AGE Kefraya - Aditamento 2025 (retificada)  
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 Certificar páginas: 8  
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Status: Concluído

Remetente do envelope:  
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Portador: Júlia Helena Coelho  
 jcoelho@demarest.com.br

Local: DocuSign

## Eventos do signatário

Daniel Borghi  
 daniel.borghi@crescera.com  
 Diretor

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

## Assinatura

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 Assinado: 31/03/2025 20:07:41

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Aceito: 31/03/2025 20:07:34  
 ID: 061eff60-75b4-4c92-9267-40c93676a572

Felipe Samuel Argalji  
 felipe.argalji@crescera.com  
 Diretor

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

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Aceito: 31/03/2025 17:45:03  
 ID: dc1d524e-cd22-46d9-945f-c7038d6733f7

MOHAMAD HUSSEIN ABOU WADI  
 mohahaw@yahoo.com.br

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

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 Assinado: 02/04/2025 11:41:36

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 ID: 0d63069c-9520-499b-9297-faa64ae8377b

Rafael Gomes Perri  
 rafael.perri@seb.com.br

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

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 Visualizado: 02/04/2025 13:38:02  
 Assinado: 02/04/2025 13:38:13

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Eventos do signatário presencial	Assinatura	Registro de hora e data
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Evento de entrega do agente	Status	Registro de hora e data
Eventos de entrega intermediários	Status	Registro de hora e data
Eventos de entrega certificados	Status	Registro de hora e data
<b>Eventos de cópia</b>	<b>Status</b>	<b>Registro de hora e data</b>
Julia Ribeiro Visconti jvisconti@demarest.com.br Nível de segurança: E-mail, Autenticação da conta (Nenhuma) <b>Termos de Assinatura e Registro Eletrônico:</b> Aceito: 16/01/2025 15:58:17 ID: 621b006b-aaaf-4571-ba1a-5da2d6508855	<b>Copiado</b>	Enviado: 31/03/2025 17:35:19 Visualizado: 31/03/2025 17:45:41
Nadia Vieira nvieira@demarest.com.br Nível de segurança: E-mail, Autenticação da conta (Nenhuma) <b>Termos de Assinatura e Registro Eletrônico:</b> Aceito: 29/01/2024 15:55:04 ID: fa15e3e2-f46d-40b8-8c90-4733a934b2d9	<b>Copiado</b>	Enviado: 31/03/2025 17:35:19 Visualizado: 31/03/2025 18:24:52
<b>Eventos com testemunhas</b>	<b>Assinatura</b>	<b>Registro de hora e data</b>
<b>Eventos do tabelião</b>	<b>Assinatura</b>	<b>Registro de hora e data</b>
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Entrega certificada	Segurança verificada	02/04/2025 13:38:02
Assinatura concluída	Segurança verificada	02/04/2025 13:38:13
Concluído	Segurança verificada	02/04/2025 13:38:13
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