

## ANEXO I

### ATA DE REUNIÃO DE SÓCIOS

**VERISFRAN PARTICIPAÇÕES LTDA.**

**NIRE 35235055611**

**CNPJ 28.134.072/0001-40**

**Data, Hora, Local:** 22/12/2025, às 15:00 horas, na sede social da Companhia Verisfran Participações LTDA., na Alameda Campinas, nº 1232, apartamento 15, Jardim Paulista, Cidade de São Paulo, Estado de São Paulo, CEP 01404-200.

**Mesa:**

Presidente: **ARMANDO VERÍSSIMO**, brasileiro, solteiro, administrador, portador da cédula de identidade RG nº 35.117.611-SSP/SP e inscrito no CPF/ME nº 311.445.138-12, com endereço comercial na Rua Campos Bicudo, nº 98, 15º andar, conjunto 152, CEP 04536-010, Jardim Europa, São Paulo – SP.

Secretário: **CARMEN SILVIA PAPAZISSIS**, brasileira, solteira, empresária, portadora da carteira de identidade nº 10.952.267 SSP/SP, inscrita no CPF/MF sob o nº 064.676.338-57, com endereço comercial na Rua Campos Bicudo, nº 98, 15º andar, conjunto 152, CEP 04536-010, Jardim Europa, São Paulo – SP.

**Presença e Convocação:** Dispensada em razão do comparecimento dos sócios representantes de 100% do capital social, nos termos do artigo 1.072, § 2º da Lei 10.406/2002.

**Ordem do Dia:** (i) examinar, discutir e votar as demonstrações financeiras, (ii) aprovar as contas dos administradores relativas ao período intermediário de 01 de janeiro a 30 de novembro do exercício de 2025; e (iii) distribuir os lucros e dividendos apurados em 2025 e o saldo acumulado até a presente data referentes aos exercícios anteriores.

**Deliberações:** Por unanimidade, os sócios presentes decidem aprovar, sem ressalvas e em conformidade com as disposições da Lei nº 15.270 de 2025, o quanto segue:

- i. Aprovar as demonstrações financeiras relativas ao período intermediário de 01 de janeiro a 30 de novembro do exercício de 2025, e que foram apresentadas pela administração aos sócios na presente reunião;
- ii. Aprovar as contas dos administradores relativas ao período intermediário de 01 de janeiro a 30 de novembro do exercício de 2025, cujo relatório foi apresentado pela administração aos sócios na presente reunião;
- iii. Ratificar nos exatos termos os lucros já deliberados em exercícios anteriores e aprovar as distribuições dos lucros acumulados e dividendos relativos ao período intermediário

de 01 de janeiro a 30 de novembro de 2025, cujo montante total corresponde à **R\$ 190.157.773,96 (cento e noventa milhões, cento e cinquenta e sete mil, setecentos e setenta e três reais e noventa e seis centavos);**

- iv. Aprovar, ainda, a destinação do lucro apurado no período compreendido entre a data-base indicada na alínea acima e 31 de dezembro de 2025, os quais serão distribuídos em sua totalidade e na proporção das quotas de cada sócio, ou seja 25% para cada sócio, **Caldeira e Veríssimo LTDA.**, representada pelos seus sócios Armando Francisco Veríssimo e Marilene Caldeira Veríssimo, **Ravi Administração de Bens LTDA.**, representada por seu administrador Gustavo Veríssimo, **Noruh Participações LTDA.**, representada por seu administrador Armando Veríssimo e **Amanda Oliveira Francisco**;
- v. Aprovar a capitalização de parte da parcela dos lucros, correspondente à **R\$ 181.157.773,96 (cento e oitenta e um milhões, cento e cinquenta e sete mil, setecentos e setenta e três reais e noventa e seis centavos);**
- vi. O remanescente dos lucros, correspondente ao montante de **R\$ 9.000.000,00 (nove milhões de reais)**, serão distribuídos em sua integralidade aos sócios da companhia, por meio do pagamento, crédito, emprego ou entrega de dinheiro e/ou conversão do valor a pagar em capital, respeitando o seguinte cronograma, no valor mínimo anual de: (i) R\$ 3.000.000,00 (três milhões de reais) no ano-calendário 2026, (ii) R\$ 3.000.000,00 (três milhões de reais) no ano-calendário 2027 e (iii) 3.000.000,00 (três milhões de reais) no ano-calendário de 2028, com quitação integral até 31 de dezembro de 2028. As distribuições ocorrerão de acordo com o fluxo a ser determinado pela administração e com a disponibilidade de caixa da Sociedade para referidas distribuições;
- vii. Ressalta-se que os pagamentos das parcelas do lucro acumulado e/ou apurado até 31/12/2025 a serem realizados nos anos de 2026, 2027 e 2028 poderão ser realizados por meio de distribuição em dinheiro ou conversão a pagar a conta capital;
- viii. O fluxo de distribuição dos lucros apurados até 2025 poderá ser antecipado, permitindo a quitação integral em período anterior ao estipulado na cláusula acima, desde que haja deliberação expressa do sócio nesse sentido;
- ix. Aprovar que o lucro acumulado e dividendos que serão apurados no fechamento do exercício de 2025 irão compor o montante dos dividendos a serem distribuídos aos sócios da Companhia, **Caldeira e Veríssimo LTDA.**, representada pelos seus sócios Armando Francisco Veríssimo e Marilene Caldeira Veríssimo, **Ravi Administração de Bens LTDA.**, representada por seu administrador Gustavo Veríssimo, **Noruh Participações LTDA.**, representada por seu administrador Armando Veríssimo e **Amanda Oliveira Francisco**, por meio de bonificação, conversão em capital e/ou em pagamento parcelado e com quitação integral a ser realizado conforme periodicidade e fluxo disposto nos itens V e VI da presente ata, a serem implementados pela administração da Sociedade para referidas distribuições, observada a disponibilidade de caixa da Sociedade; e

- x. Para tanto, os sócios manifestam que a distribuição de lucros ora aprovada será realizada de acordo com os termos do Contrato Social, afastando a aplicação subsidiária sobre referida matéria da Lei n. 6.404/76.

Nada mais havendo a tratar e como ninguém mais desejou fazer uso da palavra, foi encerrada a Reunião de Sócios e lavrada a presente Ata, que após lida foi aprovada pelos presentes que a subscrevem.

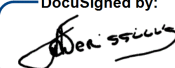
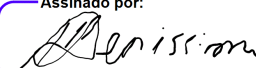
São Paulo, 22 de dezembro de 2025.

**Mesa:**


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**ARMANDO VERÍSSIMO**  
Presidente

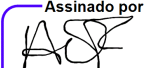
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**CARMEN SILVIA PAPAZISSIS**  
Secretário

**Sócios:**

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**CALDEIRA E VERÍSSIMO LTDA.**  
Representada pelos seus sócios Armando Francisco Veríssimo e Marilene Caldeira Veríssimo

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**RAVI ADMINISTRAÇÃO DE BENS LTDA.**  
Representada por seu administrador Gustavo Veríssimo

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**NORUH PARTICIPAÇÕES LTDA.**  
Representada por seu administrador Armando Veríssimo

Assinado por:  
  
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**AMANDA OLIVEIRA FRANCISCO**

(A presente página de assinaturas é parte integrante da Ata de Reunião dos Sócios da Verisfran Participações LTDA., realizada em 22/12/2025).

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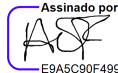
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## Signer Events

Amanda Oliveira Francisco  
 amanda.ofrancisco@gmail.com  
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 Security Level: Email, WhatsApp, Account Authentication (None)

## Signature

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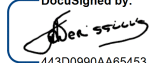
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Armando Francisco Veríssimo  
 armandofv@terra.com.br  
 Security Level: Email, Account Authentication (None)

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Armando Veríssimo  
 armando.verissimo@trevol.com.br  
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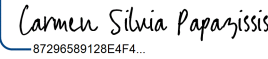
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**Signer Events**

Carmen Silvia Papazissis  
 silvia@trevol.com.br  
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**Signature**

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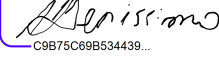
Gustavo Verissimo  
 gustavo.verissimo@gmail.com  
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Marilene Caldeira Verissimo  
 maryverissimo@terra.com.br  
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