

## Announcement of Tender Offer for Any and All 2027 Notes by St. Marys Cement Inc. (Canada)

**São Paulo, March 25, 2024 – Votorantim Cimentos S.A. (“VCSA”)** announced today that its subsidiary, St. Marys Cement Inc. (Canada) (“St. Marys”), has commenced a cash tender offer (the “Tender Offer”) for any and all of its outstanding 5.750% Notes due 2027 (the “Notes”). The Notes are fully, unconditionally and irrevocably guaranteed by VCSA.

The following table sets forth the material pricing terms of the Tender Offer:

<b>Title of Security</b>	<b>CUSIP / ISIN</b>	<b>Principal Amount Outstanding</b>	<b>Purchase Price<sup>(1)</sup></b>
5.750% Senior Unsecured Guaranteed Notes due 2027	144A: 78478E AA6 / US78478EAA64 Regulation S: C86068 AA8 / USC86068AA80	US\$500,000,000 <sup>(2)</sup>	US\$1,010.00

(1) The amount to be paid for each US\$1,000 principal amount of Notes validly tendered and accepted for purchase. In addition, accrued interest up to, but excluding, the settlement date (“Accrued Interest”) will be paid.

(2) Includes US\$41.5 million held by Votorantim Cimentos Internacional S.A.

The Tender Offer is scheduled to expire at 5:00 p.m., New York City time, on April 1, 2024, unless extended or earlier terminated as described in this press release (such time, as may be extended, the “Expiration Time”). Holders of Notes who validly tender (and do not validly withdraw) their Notes or deliver a properly completed and duly executed notice of guaranteed delivery (the “Notice of Guaranteed Delivery”) at or prior to the Expiration Time will be eligible to receive the purchase price set forth in the table above for each US\$1,000 principal amount of Notes validly tendered and accepted for purchase, *plus* Accrued Interest. Validly tendered Notes may be validly withdrawn at any time at or prior to the Expiration Time, unless extended or earlier terminated as described below, but not thereafter.

Holders of Notes validly tendered or with respect to which a properly completed and duly executed Notice of Guaranteed Delivery is delivered at or prior to the Expiration Time and accepted for purchase pursuant to the Tender Offer will receive the purchase price for the Notes. In addition to the purchase price, all Holders of Notes accepted for purchase pursuant to the Tender Offer will receive Accrued Interest.

St. Marys’ obligation to purchase Notes validly tendered pursuant to the Tender Offer is subject to market conditions and the satisfaction or waiver of certain conditions described in the Offer to Purchase, dated March 25, 2024 (the “Offer to Purchase”), including the completion by St. Marys of new debt financing on satisfactory terms and conditions. However, the Tender Offer is not conditioned on any minimum amount of Notes being tendered. Subject to applicable law, St. Marys expressly reserves the right, in its sole discretion, to amend or terminate the Tender Offer in its sole discretion, subject to disclosure and other requirements under applicable law, including if any of the conditions set forth in the Offer to Purchase are not satisfied. If the Tender Offer is terminated at any time, Notes tendered will be promptly returned to the tendering holders without compensation or cost to such holders and will remain outstanding. Furthermore, St. Marys reserves the right, in its sole discretion, not to accept any tenders of Notes for any reason.

St. Marys and its affiliates reserve the absolute right, in their sole discretion, from time to time to redeem or purchase any Notes that remain outstanding after the Expiration Time through open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as they may determine, which may be more or less than the price to be paid pursuant to the Tender Offer.

Settlement of the Tender Offer is expected to occur on the third business day following the Expiration Time, unless the Tender Offer is terminated prior to such date. Tendered Notes may be withdrawn at any time at or prior to the earlier of the Expiration Time and, in the event that the Tender Offer is extended, the tenth business day after commencement of the Tender Offer. Tendered Notes may be withdrawn at any time after the 60th business day after commencement of the Tender Offer if for any reason the Tender Offer has not been consummated within 60 business days after commencement.

Upon the terms and subject to the conditions of the Tender Offer set forth in the Offer to Purchase, all Notes validly tendered and not validly withdrawn or with respect to which a properly completed and duly executed Notice of

Guaranteed Delivery (as described in the Offer to Purchase) is delivered at or prior to the Expiration Time, as applicable, will be accepted for purchase. The complete terms and conditions of the Tender Offer are described in the Offer to Purchase and the Notice of Guaranteed Delivery, copies of which may be obtained from D.F. King & Co., Inc., the tender agent and information agent (the “Tender Agent and Information Agent”) for the Tender Offer, at [www.dfsking.com/vcimentos](http://www.dfsking.com/vcimentos), by telephone at +1 (800) 515-4479 (U.S. toll free) or +1 (212) 269-5550 (collect), in writing to 48 Wall Street, 22nd Floor, New York, NY 10005, or by email to [vcimentos@dfsking.com](mailto:vcimentos@dfsking.com).

St. Marys and VCSA have engaged Banco Bradesco BBI S.A., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, Itau BBA USA Securities, Inc., MUFG Securities Americas Inc., Santander US Capital Markets LLC and UBS Securities LLC to act as the dealer managers (the “Dealer Managers”) in connection with the Tender Offer. Questions regarding the terms of the Tender Offer may be directed to Banco Bradesco BBI S.A. at +55 (11) 2169-4528 (collect), Citigroup Global Markets Inc. at +1 (800) 558-3745 (toll free) or +1 (212) 723-6106 (collect), Goldman Sachs & Co. LLC at +1 (800) 828-3182 (toll free), Itau BBA USA Securities, Inc. at +1 (888) 770-4828 (toll free) or +1 (212) 710-6749 (collect), MUFG Securities Americas Inc. at +1 (877) 744-4532 (toll free) or +1 (212) 405-7481 (collect), Santander US Capital Markets LLC at +1 (855) 404 3636 (toll free) or +1 (212) 350 0660 (collect), and UBS Securities LLC at +1 (833) 690-0971 (toll free) or +1 (212) 882-5723 (collect).

#### **Disclaimer**

None of VCSA, St. Marys, the Tender Agent and Information Agent, the Dealer Managers or the trustee for the Notes, or any of their respective affiliates, is making any recommendation as to whether holders should tender any Notes in the Tender Offer or expressing any opinion as to whether the terms of the Tender Offer are fair to any holder. Holders must make their own decision as to whether to tender any Notes and, if so, the principal amount of Notes to tender. Please refer to the Offer to Purchase for a description of the offer terms, conditions, disclaimers and other information applicable to the Tender Offer.

This press release is for informational purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell any securities. The Tender Offer is being made solely by means of the Offer to Purchase. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In those jurisdictions where the securities, blue sky or other laws require any tender offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of St. Marys by the Dealer Managers or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

This press release may contain forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, including those related to the Tender Offer. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future, and, accordingly, such results may differ from those expressed in any forward-looking statements.

**VOTORANTIM CIMENTOS S.A.**  
**Bianca Nasser Patrocínio**  
**Vice President Finance and Investor Relations Officer**

## **FORWARD-LOOKING STATEMENTS**

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates," "believes," "estimates," "expects," "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements.

Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions and operating factors. Any changes in these assumptions or factors could cause actual results to differ materially from current expectations.