

SAMARCO MINERAÇÃO S.A. – EM RECUPERAÇÃO JUDICIAL

SAMARCO COMMENCES MODIFIED DUTCH AUCTION CASH TENDER OFFER FOR 9.000% SENIOR NOTES DUE 2031 IN AN AGGREGATE PURCHASE PRICE OF UP TO U.S.\$34,081,041.43

Belo Horizonte, Brazil, May 12, 2025. Samarco Mineração S.A. – Em Recuperação Judicial (“Samarco”, the “Issuer”, “we”, “us” and “our”) announces that it has commenced a cash tender offer (the “Tender Offer”) for its 9.000% senior notes due 2031 (the “Notes”). The maximum aggregate amount that the Issuer will spend for Notes tendered in the Offer is US\$34,081,041.43 (such amount subject to increase by the Issuer, in its sole discretion, the “Maximum Payment Amount”).

The Tender Offer is being made upon the terms and subject to the conditions set forth in an offer to purchase, dated May 12, 2025 (the “Offer to Purchase”). Any capitalized term used but not defined in this press release has the respective meaning set forth in the Offer to Purchase.

Certain information regarding the Notes and the terms of the “Modified Dutch Auction” pricing mechanism is summarized in the following table:

Title of Security	CUSIP / ISIN	Principal Amount Outstanding ⁽¹⁾	Minimum Bid Price ⁽¹⁾⁽²⁾	Acceptable Bid Price Range ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
9.000% Senior Notes due 2031	Rule 144A: 79588YAA7 / US79588YAA73 Regulation S: P8405QAB5 / USP8405QAB51 Regulation S: P8405QAA7 / USP8405QAA78	US\$4,486,060,512	US\$930	US\$930 - US\$960

- (1) As of May 12, 2025. The Notes were originally issued on December 1, 2023 in an aggregate principal amount of US\$3,984,843,960. The current Principal Amount Outstanding reflects increases to the principal amount since issuance as a result of capitalized accrued interest (payment-in-kind or “PIK” interest) paid of 9.049% per annum between December 1, 2023 and March 29, 2024, and 9.000% per annum between March 30, 2024 and March 30, 2025.
- (2) Per US\$1,000 principal amount of Notes accepted for purchase.
- (3) The Bid Price is inclusive of the value of accrued PIK interest due in respect of the Notes (the “Accrued PIK Interest”).
- (4) Holders who tender the Notes at or prior to the Expiration Date may specify a Bid Price (as defined below), which must be within the Acceptable Bid Price Range (as defined below).

The Tender Offer will expire at 5:00 p.m., New York City time, on June 10, 2025, unless extended by us (such time and date, as it may be extended, the “Expiration Date”). Holders who validly tender (and do not validly withdraw) their Notes at or prior to 5:00 p.m., New York City time, on May 23, 2025, unless extended by us (such time and date, as it may be extended, the “Early Tender Date”) or at or prior to 5:00 p.m., New York City time, on May 23, 2025, unless extended by us (such time and date, as it may be extended, the “Withdrawal Date”) will be eligible to receive the Consideration, which is inclusive of the value of Accrued PIK Interest due in respect of the Notes, in each case subject to the Maximum Payment Amount. As such there will be no additional cash paid in lieu of accrued interest. There is no letter of transmittal in connection with this Tender Offer.

The Tender Offer is being conducted as a “Modified Dutch Auction”. This means that if a Holder elects to participate in the Tender Offer, such Holder must specify the minimum purchase price (the “Bid Price”) it would be willing to receive in exchange for each US\$1,000 principal amount of Notes it chooses to tender in the Tender Offer. The Bid Price that is specified for each US\$1,000 principal amount of Notes must be in increments of US\$2.50, and must be at least US\$930 (the “Minimum Bid Price”) but not greater than US\$960 (the “Maximum Bid Price”) (such range, the “Acceptable Bid Price Range”). If any Bid Price is not specified in a whole increment of US\$2.50, such Bid Price will be rounded down to the nearest US\$2.50 increment.

Each Holder tendering Notes in the Tender Offer is required to specify a Bid Price. Holders who tender Notes without specifying a Bid Price, or at a Bid Price below the Acceptable Bid Price Range, will be deemed to have specified the Minimum Bid Price as their Bid Price. Tenders of Notes at Bid Prices above the Acceptable Bid Price Range will not be accepted and will not be used for purposes of calculating the Clearing Price. Acceptance of tendered Notes may be subject to proration as described in the Offer to Purchase.

Under the “Modified Dutch Auction” procedure, we will accept Notes validly tendered in the Tender Offer (and not validly withdrawn) in the order of the lowest to the highest Bid Prices specified or deemed to have been specified by tendering Holders, and will select the single lowest Bid Price so specified that will result in an aggregate purchase price equal to the Maximum Payment Amount, which we refer to as the “Clearing Price.” The Clearing Price is the same as the Consideration. The Issuer will publish, prior to the first Settlement Date, the Clearing Price calculation and the proration factor on the following website: <https://www.gbsc-usa.com/samarco>.

Pursuant to the terms of the Indenture, we are entitled to reduce the Maximum Payment Amount on a dollar-for-dollar basis for any taxes or additional amounts paid or payable by us in respect of any withholding or deduction for Brazilian taxes. Solely for purposes of this Tender Offer, any such taxes or additional amounts will not be deemed to reduce the Maximum Payment Amount. However, no assurances can be given with respect to such treatment in any future offers to purchase the Notes. The decision of whether to reduce the Maximum Payment Amount for any taxes or additional amounts paid or payable by the Issuer in respect of any withholding or deduction for Brazilian taxes is in our sole discretion.

If the purchase of all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Date with a Bid Price equal to or less than the Clearing Price would cause us to accept for purchase an amount of Notes with an aggregate purchase price that exceeds the Maximum Payment Amount (taking into account the Consideration payable for such Notes validly tendered (and not validly withdrawn) given such Clearing Price) (the “Early Tender Condition”), then the Tender Offer will be oversubscribed at the Early Tender Date and, assuming satisfaction or waiver of the conditions to the Tender Offer, we will purchase on, at our option, the Early Settlement Date Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Date and accepted for purchase, as follows:

- *first*, all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Date with a Bid Price less than the Clearing Price, (to the extent such acceptance would not result in an acceptance of Notes in respect of the Tender Offer having an aggregate purchase price in excess of the Maximum Payment Amount, and if such acceptance would result in an acceptance of Notes in respect of the Tender Offer having an aggregate purchase price in excess of the Maximum Payment Amount, then such acceptance shall be on a prorated basis according to the principal amount of such Notes, such that we purchase an amount of Notes with an aggregate purchase price that does not exceed the Maximum Payment Amount); and
- *second*, all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Date with a Bid Price equal to the Clearing Price, on a prorated basis according to the principal amount of such Notes, such that we purchase an amount of Notes with an aggregate purchase price that does not exceed the Maximum Payment Amount.

If the Tender Offer is not oversubscribed at the Early Tender Date, the Modified Dutch Auction procedure will continue to apply and we will compare all the Bid Prices received at or prior to the Expiration Date to calculate a single Clearing Price to determinate the Consideration. If the Tender Offer is not oversubscribed at the Early Tender Date and the purchase of all Notes validly tendered after the Early Tender Date but at or prior to the Expiration Date (when combined with all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Date) would cause us to accept for purchase an amount of Notes with an aggregate purchase price that exceeds the Maximum Payment Amount, then the Tender Offer will be oversubscribed at the Expiration Date and, assuming satisfaction or waiver of the conditions to the Tender Offer, we will purchase on the Final Settlement Date Notes validly tendered at or prior to the Expiration Date and accepted for purchase, as follows:

- *first*, all Notes validly tendered (and not validly withdrawn) at or prior to the Expiration Date, including all Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Date, with a Bid Price less than the Clearing Price (to the extent such acceptance would not result in an acceptance of Notes in respect of the Tender Offer having an aggregate purchase price in excess of the Maximum Payment Amount); and if

such acceptance would result in an acceptance of Notes in respect of the Tender Offer having an aggregate purchase price in excess of the Maximum Payment Amount, then such acceptance shall be on a prorated basis according to the principal amount of such Notes, such that we purchase an amount of Notes with an aggregate purchase price that does not exceed the Maximum Payment Amount); and

- *second*, all Notes validly tendered at or prior to the Expiration Date, including all Notes validly tendered (and note validly withdrawn) at or prior to the Early Tender Date, with a Bid Price equal to the Clearing Price, on a prorated basis according to the principal amount of such Notes, such that we purchase an amount of Notes with an aggregate purchase price that does not exceed the Maximum Payment Amount.

All tendered Notes not accepted as a result of proration and all tenders with a Bid Price in excess of the Clearing Price will be rejected from the Tender Offer and will be promptly credited to the Holder's account with DTC or otherwise returned to the Holder without cost.

Subject to the terms of the Indenture (as defined below), if the Tender Offer is not oversubscribed at the Expiration Date, we may, in our sole discretion, elect to either withdraw the Tender Offer or purchase on the Final Settlement Date Notes validly tendered (and not validly withdrawn) at or prior to the Expiration Date and accepted for purchase at the highest Bid Price within the Acceptable Bid Price Range specified or deemed to have been specified by tendering holders (such price to then be the Consideration for purposes of this Tender Offer).

In the event that the amount of Notes validly tendered (and not validly withdrawn) at or prior to the Early Tender Date with a Bid Price equal to or below the Clearing Price would result in an aggregate purchase price that exceeds the Maximum Payment Amount and we elect to have an Early Settlement Date, then, subject to the terms and conditions of the Tender Offer, no Notes tendered after the Early Tender Date will be accepted for purchase pursuant to the Tender Offer, unless the Maximum Payment Amount is increased, and the Early Settlement Date shall be deemed to be the "Expiration Date" for all purposes under the indenture, dated as of December 1, 2023, as supplemented by a First Supplemental Indenture, dated December 1, 2023, and a Second Supplemental Indenture, dated as of December 4, 2023 (collectively, the "Indenture").

We reserve the right, but are under no obligation, to increase or decrease the Maximum Payment Amount at any time, subject to compliance with applicable law and the terms of the Indenture. Pursuant to the terms of the Indenture, we are entitled to reduce the Maximum Payment Amount on a dollar-for-dollar basis for any additional amounts payable in respect of any withholding or deduction for Brazilian taxes. Solely for purposes of this Tender Offer, any such additional amounts will not be deemed to reduce the Maximum Payment Amount.

A Holder cannot change its Bid Price with respect to Notes already tendered, but a Holder may validly withdraw previously tendered Notes and validly re-tender them with a new Bid Price. However, after the Withdrawal Date, a Holder's tendered Notes may not be withdrawn and re-tendered, and therefore such Holder's Bid Price may not be changed after the Withdrawal Date.

Assuming satisfaction of the Early Tender Condition and our acceptance of Notes tendered pursuant to the Tender Offer, holders of Notes (the "Holders") that have validly tendered and not validly withdrawn Notes at or prior to the Early Tender Date and whose Notes are accepted for purchase will, if we so elect, receive the Consideration for each US\$1,000 principal amount of such accepted Notes within three business days following the Early Tender Date (the "Early Settlement Date"). If, in our sole discretion, we elect to pay for such tendered Notes on the Early Settlement Date, any Notes tendered after the Early Tender Date but on or prior to the Expiration Date (regardless of the tendering holder's Bid Price) will be disregarded and you will not be eligible to receive the Consideration, unless the Maximum Payment Amount is increased. The Early Settlement Date with respect to the Tender Offer will be determined at our option, subject to all conditions to the Tender Offer (including the Early Tender Condition) having been either satisfied or waived by us.

We will make payment for Notes validly tendered after the Early Tender Date but at or prior to the Expiration Date and accepted by us for purchase in an amount equal to the Consideration for each US\$1,000 principal amount of such accepted Notes on the settlement date that is expected to be within three business days following the Expiration Date

or as promptly as practicable thereafter (the “Final Settlement Date”), up to the Maximum Payment Amount. Each of the Early Settlement Date and the Final Settlement Date is referred to as a “Settlement Date.”

The Issuer has engaged Citigroup Global Markets Inc. to act as dealer manager (the “Dealer Manager”) in connection with the Tender Offer. In such capacity, the Dealer Manager may contact Holders regarding the Tender Offer and may request brokers, dealers, commercial banks, trust companies and other nominees to forward the Offer to Purchase and related materials to beneficial owners of Notes. The Dealer Manager can be contacted at the following telephone numbers with questions regarding the Tender Offer: +1 (212) 723-6106 / +44 207 986 8969, and toll-free at +1 (800) 558-3745.

Copies of the Offer to Purchase are available to Holders from Global Bondholder Services Corporation, the tender agent and the information agent for the Tender Offer (the “Tender and Information Agent”). Requests for copies of the Offer to Purchase should be directed to Global Bondholder Services Corporation at +1 (855) 654-2014 (toll-free), or contact@gbsc-usa.com.

Neither the Offer to Purchase nor any related documents have been filed with the U.S. Securities and Exchange Commission, nor have any such documents been filed with or reviewed by any federal or state securities commission or regulatory authority of any country.

No authority has passed upon the accuracy or adequacy of the Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Under no circumstances shall this press release constitute an offer to buy or the solicitation of an offer to sell the Notes or any other securities of the Issuer, or any of its affiliates in the United States or in any other jurisdiction. The Tender Offer is not being made to, nor will the Issuer accept tenders of Notes from, Holders in any jurisdiction in which the Tender Offer would not be in compliance with the securities or blue-sky laws of such jurisdiction.

Important Notice Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding anticipated financial results and liquidity. The words “will,” “may,” “designed to,” “outlook,” “believes,” “should,” “anticipates,” “plans,” “expects,” “intends,” “estimates,” “forecasts” and similar expressions identify certain of these forward-looking statements. The Issuer also may provide forward looking statements in oral statements or other written materials released to the public. All statements contained or incorporated in this press release or in any other public statements that address operating performance, events or developments that the Issuer expects or anticipates may occur in the future are forward-looking statements. Forward looking statements are information of a non-historical nature or that relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described in this press release will be consummated or as to the ultimate terms of any such transactions. The forward-looking statements in this press release are made as of the date hereof, and the Issuer does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

Disclaimer

This press release must be read in conjunction with the Offer to Purchase. This press release and the Offer to Purchase contain important information that must be read carefully before any decision is made with respect to the Tender Offer. In particular, see “Risk Factors” beginning on page 9 of the Offer to Purchase for a discussion of certain factors you should consider in connection with the Tender Offer. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax, accounting and financial advice, including as to any tax consequences, from its attorney, accountant or other independent financial or legal adviser. None of the Issuer, the Dealer Manager, the Tender and Information Agent, the Trustee or any of their respective affiliates is making any recommendation as to whether Holders should or should not tender any Notes in response to the Tender Offer or expressing expresses 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 and the Bid Price at which to tender.