

Deal Wiz and Grupo Omni

Creation of a joint venture between Wiz and Grupo Omni to explore insurance products

April, 2022

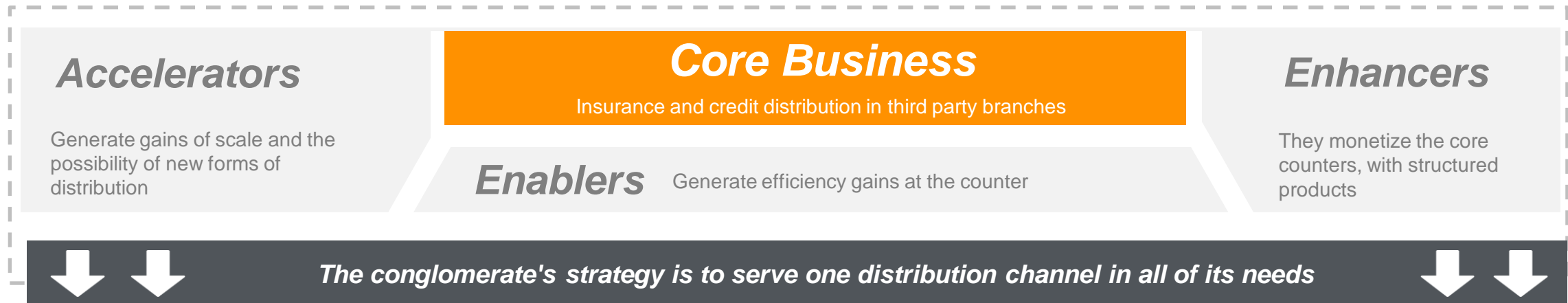
Disclaimer

This presentation contains information about Wiz and Grupo Omni's businesses, their projects, strategies and business partners. Statements quoted in the presentation reflect the management's understanding of the companies, which may involve inherent market risks and uncertainties. Wiz is responsible for updating estimates herein in this presentation.

AGENDA

- **Wiz's Strategic Agenda**
- Overview of Involved Parties
 - The Wiz
 - The Grupo Omni
 - The Newco
- Transaction Structure and Valuation
- Vision of the future for the business

Wiz is oriented to extract value from channels with potential



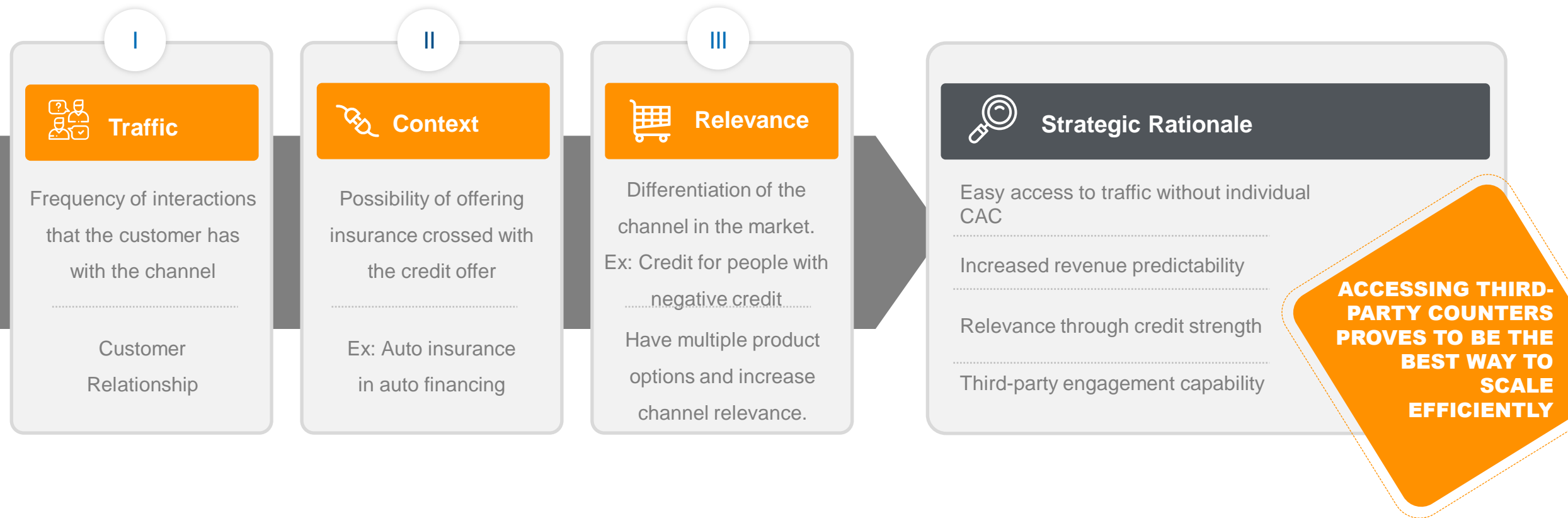
The concept of "channel" goes beyond the banking segment, it considers **traffic, context, and relevance.**



OWN CHANNELS and that DO NOT HAVE the distribution of insurance and/or credit products as their main focus

Wiz believes that channels with the potential to generate strong value have traffic, context and relevance

THE COUNTER'S POTENTIAL IS A CONSEQUENCE OF 3 PILLARS



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We are Wiz

We operate in the distribution of insurance and financial products

48 years of history

OUR NUMBERS

WIZS
B3 LISTED NM

R\$ 1.5 bi
Market Value¹

R\$ 902 mm
Gross Revenue³

CAGR 15% [15-21]

10
Business Units⁴

INSURANCE

+R\$25 bi
Premium Issued
in 2021^{2,3}

CREDIT

+R\$6.4 bi
Commercialized Credit
in 2021³



+23 states
Physical Presence⁴

R\$ 263 mm
Adjusted Net Profit³

CAGR 12% [15-21]

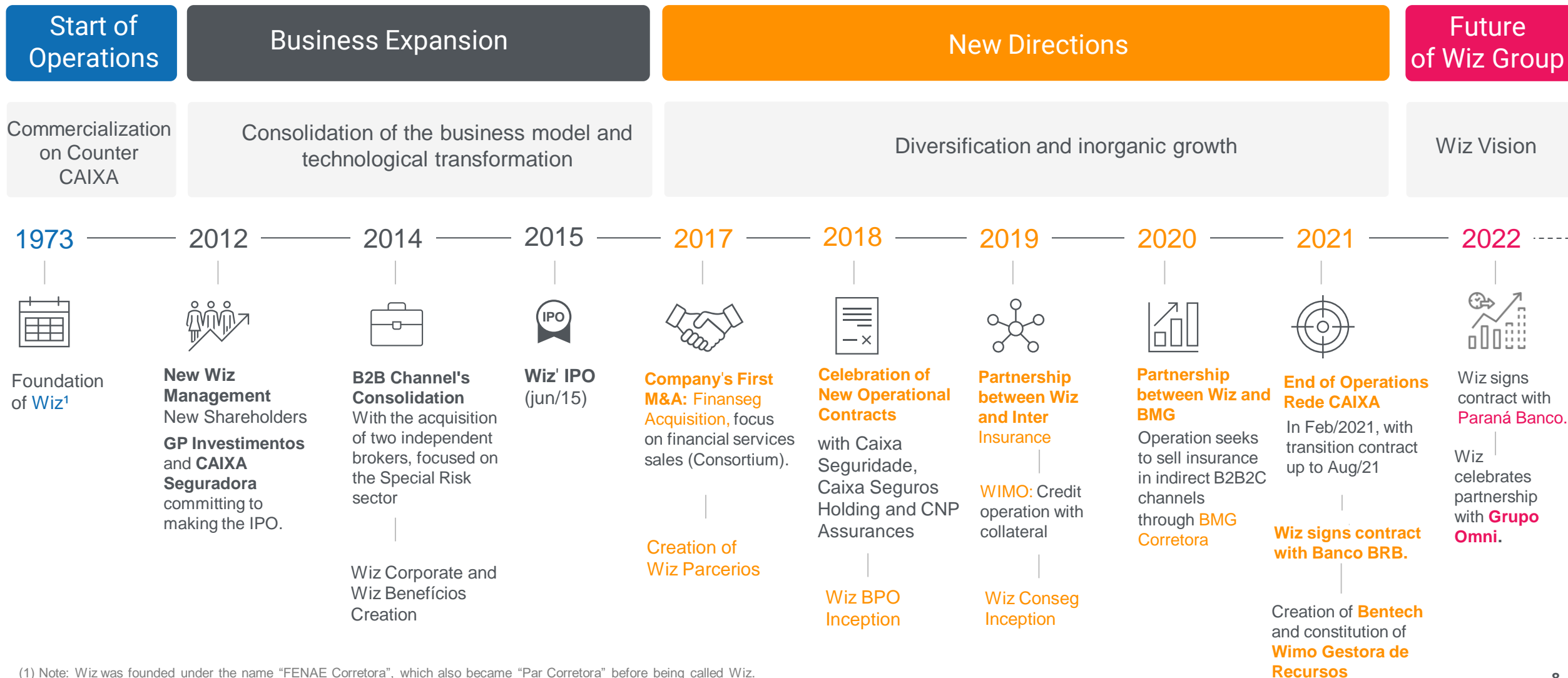
1.6k
Employees⁴

SOLUTIONS

Solutions that encompass the entire value chain of the insurance market

WIZ

Wiz has a successful financial and operational history, supported by strategic partnerships



(1) Note: Wiz was founded under the name "FENAE Corretora", which also became "Par Corretora" before being called Wiz.

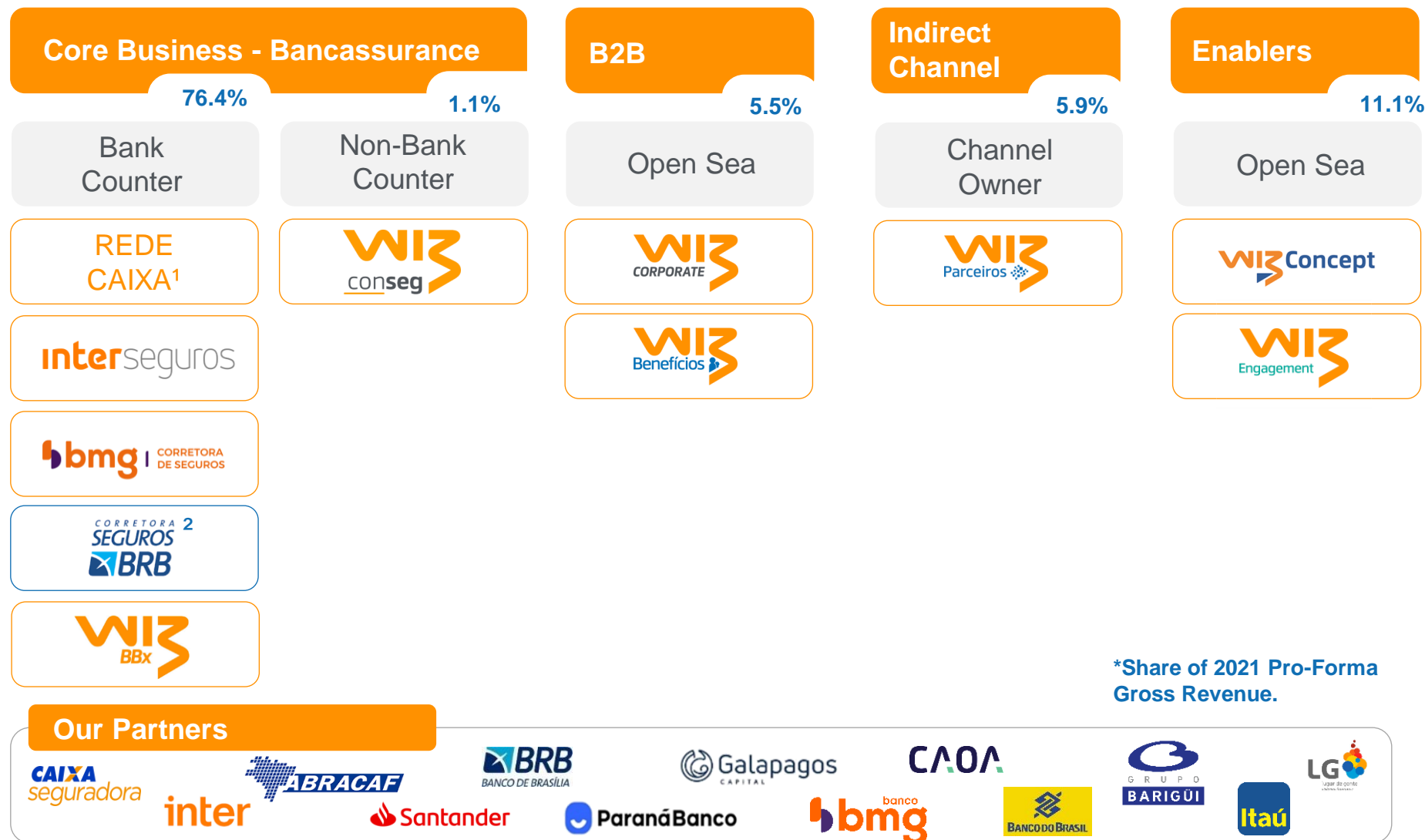
Who we are

Wiz is one of the largest insurance and credit distributors in the country and operates in multiple channels through its Business Units



DIVERSIFIED BUSINESS MODEL

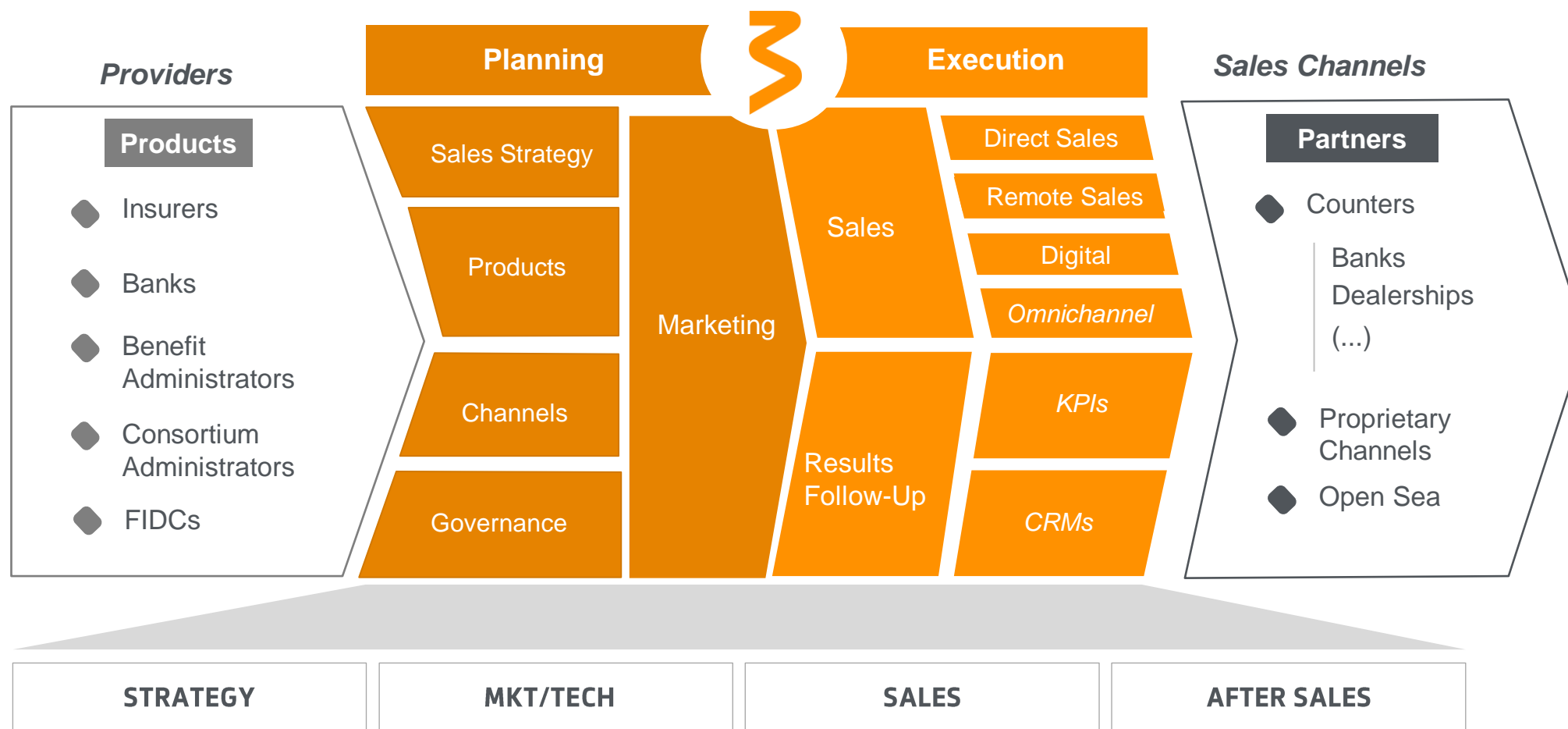
We operate through our Business Units, in models B2B2C and B2B2B, offering on-site, remote and digital solutions for sale and after-sales of insurance and financial products.



*Share of 2021 Pro-Forma Gross Revenue.

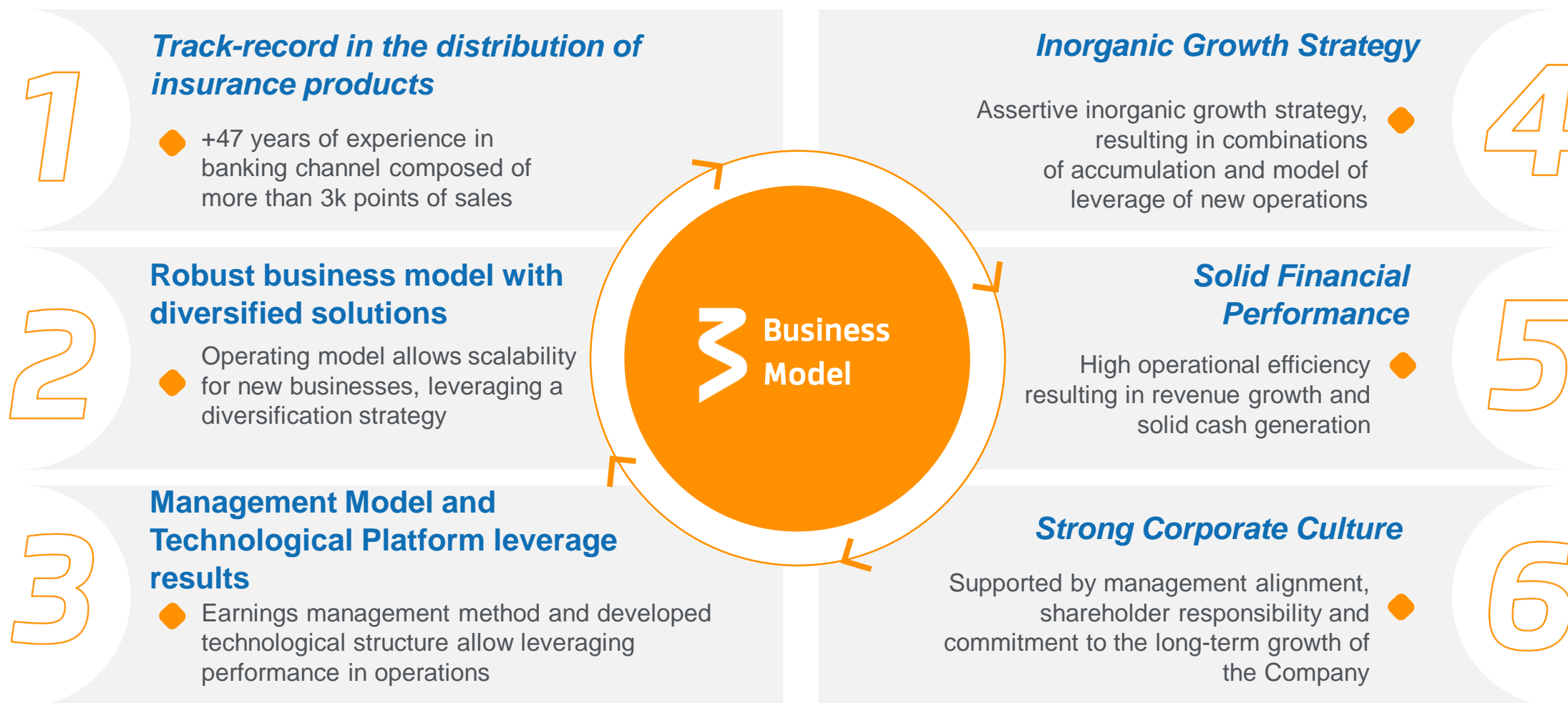
(1) Run-off operation; (2) Closing pendant

We enhance the results of our partners in the distribution of insurance and credit by adding know-how in marketing & sales



Wiz has unique expertise that, together, make the company a strategic partner for insurance companies and financial players

Wiz has a unique business model in the insurance and credit sector, with high expertise in bancassurance operations, aligning growth, diversification and high cash generation



Our ownership structure



(1) Note: Wiz's capital stock consists of 159,907,282 common, registered, book-entry shares with no par value. (2) Position on 05/24/2021. (3) Free Float includes treasury shares.

☐ Invested companies, not controlled companies.

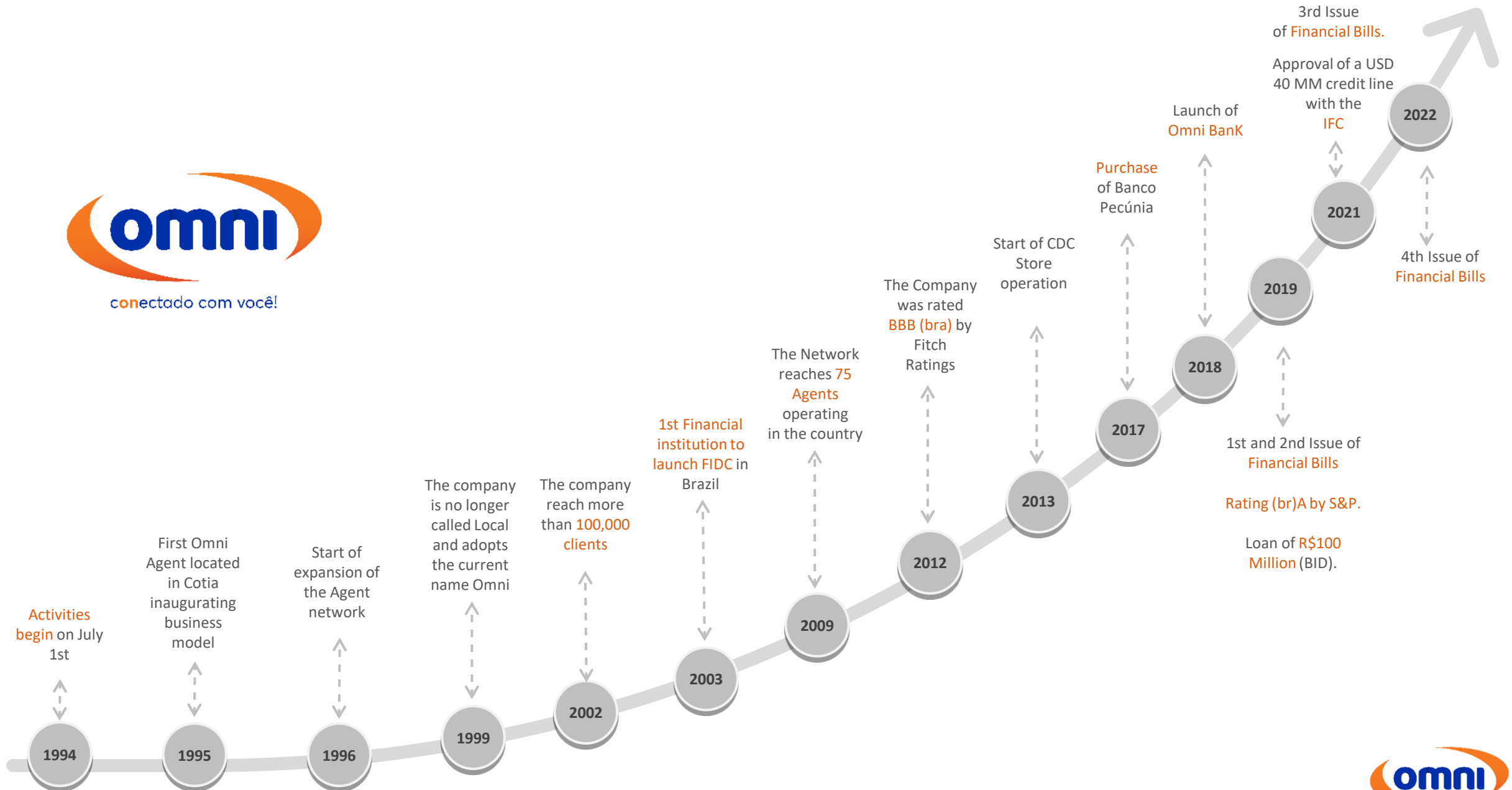
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With 27 years of history, Grupo OMNI is one of the main Financial Institutions in the country focused on auto loans.



HISTÓRICO



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- Strategic Vision for the Project

Newco will work in the commercialization of insurance products through the Omni Group's channels, promoting portfolio diversification and profitability of the client portfolio



The constitution of Newco needs to be approved by the regulatory agencies - Bacen and CADE.

Estratégia de Negócios – Modelo de atuação NEWCO

- 1 Structuring the **commercial actuation** model directed to Omni Group's channel



Commercial Actuation

Structuring a model to optimize Grupo Omni's results



- 2 **Product Structuring** to monetize opportunities



- 3 **Remuneration** structure encourages commercial chain

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DEAL ASSESSMENT – SHAREHOLDER’S STAKE DEFINITION



THE OPERATION

The Transaction will contemplate the sale, by Grupo Omni to Wiz, of 50.1% of the shares issued by a new insurance brokerage firm to be previously incorporated by Grupo Omni ("NewCo"). The Omni Group will grant NewCo a 10-year exclusivity for operating insurance through its channels. The acquisition will be made under the "Purchase in Advance" model, whereby a partnership will be established with an insurance company to advance commissions, with the benefit of exclusivity in channel sales.

VALUATION METHOD

Company evaluated by the discounted cash flow method.

ASUMPTIONS

Valuation carried out considering 10 years of exclusive contract to explore Omni Group's channels for the sale of insurance products. The economic and financial valuation of the transaction considered the revenues from these products, with an optimal structure for the evolution of the established business plan.

CONCLUSION

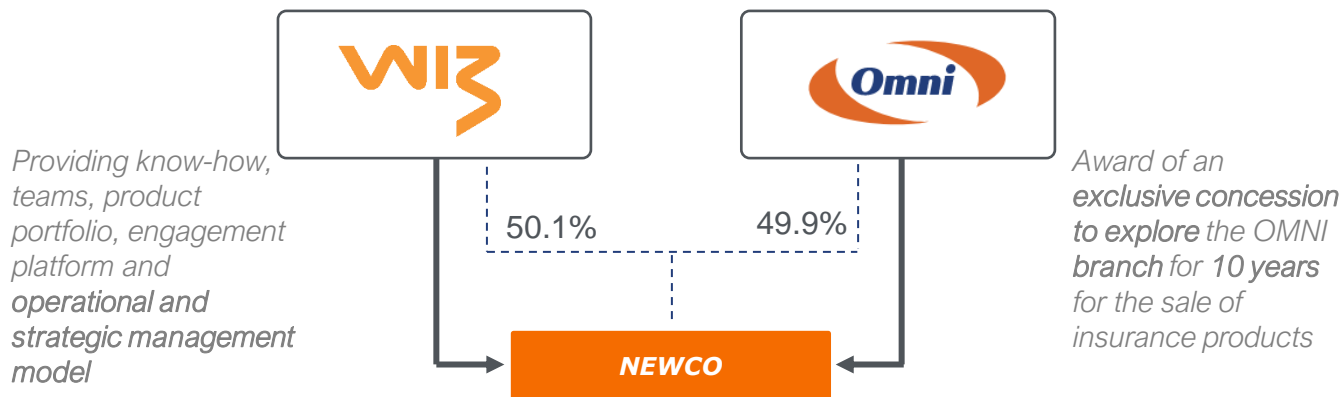
Wiz sees the partnership as a great opportunity and synergy, market appreciation and a strategy for expanding the product portfolio, contributing to the generation of relevant results and greater profitability of the customer portfolio.

The deal consists of the acquisition of 50.1% of NewCo, which will be granted by Omni Group for the exclusive distribution of insurance through its channels for 10 years



STRUCTURE OF THE TRANSACTION

Ownership Structure



The Transaction

- Acquisition of **50.1% of NewCo**, a new company to be created, to conduct the **distribution activities of insurance products** in the Bank's ecosystem.
- The OMNI Group is to grant a **10-year exclusive concession to NewCo** for the sale of insurance products in the Bank's distribution channels.

PAYMENT STRUCTURE

- Amount: R\$34.7MM**
- Payment form: single cash payment
- Deadline for payment: within 90 days after closing the transaction.

INSURANCE PARTNER

- Until the closing of the operation there will be a **competitive process to choose the insurance partner** that will act with **exclusivity for a period of 5 years** in the supply of Credit Life Insurance to be intermediated by NewCo.
- In return, the insurance partner will commit to **advance NewCo's shareholders a portion of the brokerage commissions** expected over the period, in a single cash payment, shortly after the closing of the transaction.

I Exclusivity

Exclusivity grant between Grupo Omni and Newco, lasting 10 years, for the sale of insurance products, originated in Grupo Omni's channels.

I Governance

- **Management:** Newco will have two Officers, with the Chief Executive Officer (who will also have financial, marketing, and technology responsibilities) appointed by Wiz, and the Commercial Officer appointed by the Grupo Omni.
- **Board of Directors:** The Newco Board of Directors will be composed of 3 members, 1 nominated by Wiz, 1 nominated by the Grupo Omni and 1 independent. There are matters requiring unanimous approval and matters requiring approval with a simple majority.

I Shareholder's Agreement

- **Lock-Up:** Wiz and Grupo Omni will not be able to sell their stakes in Newco for a period of 5 years after the closing of the transaction. If they wish to do so after this period, there will be a minimum holding limit to be maintained of 25.1% by Wiz and 25.0% by Grupo Omni.
- **Tag-Along:** Usual clauses for this type of operation.
- **Preference Right:** After the lock-up period, should either of the parties decide to sell a stake to any third part, the non-bidding part shall be granted the right to acquire the stake of the offered part for the value of the bid received from the third part.
- **Dividends:** Grupo Omni will potentially have priority in receiving dividends on NewCo's results in fiscal years 2023 to 2026 (distributed in the immediately following years), depending on the achievement of net income (NI) targets in those years.
 - Reaching 100% of the NI Target : dividend = R\$13.0MM + 49.9% of the Accounting NI
 - Reaching <70% of the NI Target: dividend = 49.9% of the Accounting NI
 - Reaching >150% of the NI Target: dividend = R\$19.5MM + 49.9% of the Accounting NI



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Macro activities to be carried out until NewCo becomes operational

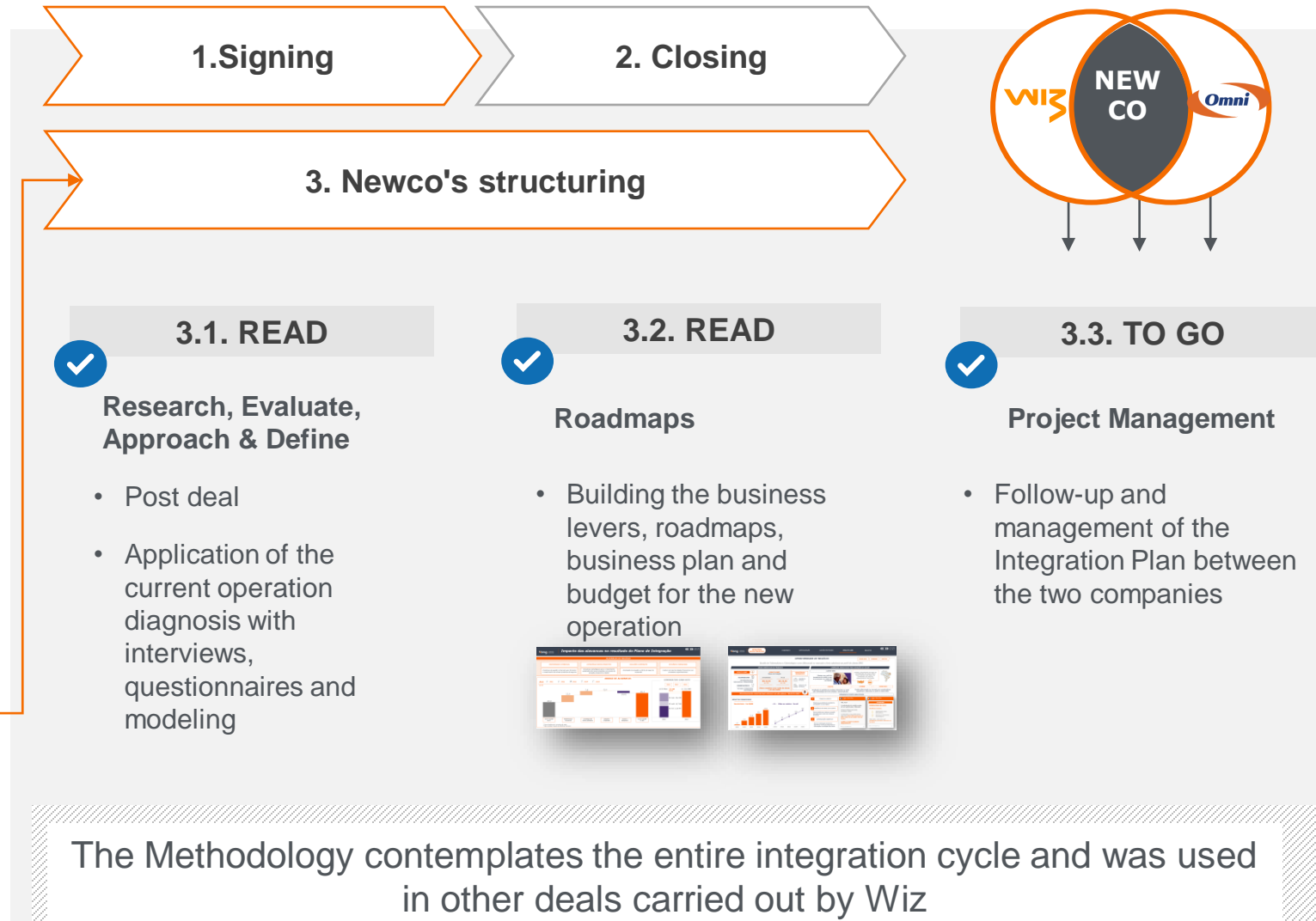


Partnership between Wiz and Grupo Omni aims to take advantage of opportunities to sell insurance products, combining Wiz's proven expertise and know how with the strategy of diversifying the product portfolio to monetize Omni's client portfolio.

Next steps

75-day plan focused on structuring Newco's business model

- Operational strategy development
- Construction of business plan and roadmaps
- Design of the commercial performance strategy
- Structuring the approach to customers
- Definition and construction of potential new products to be explored



Investor Relations

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Thank you!

