

SIMPAR S.A.

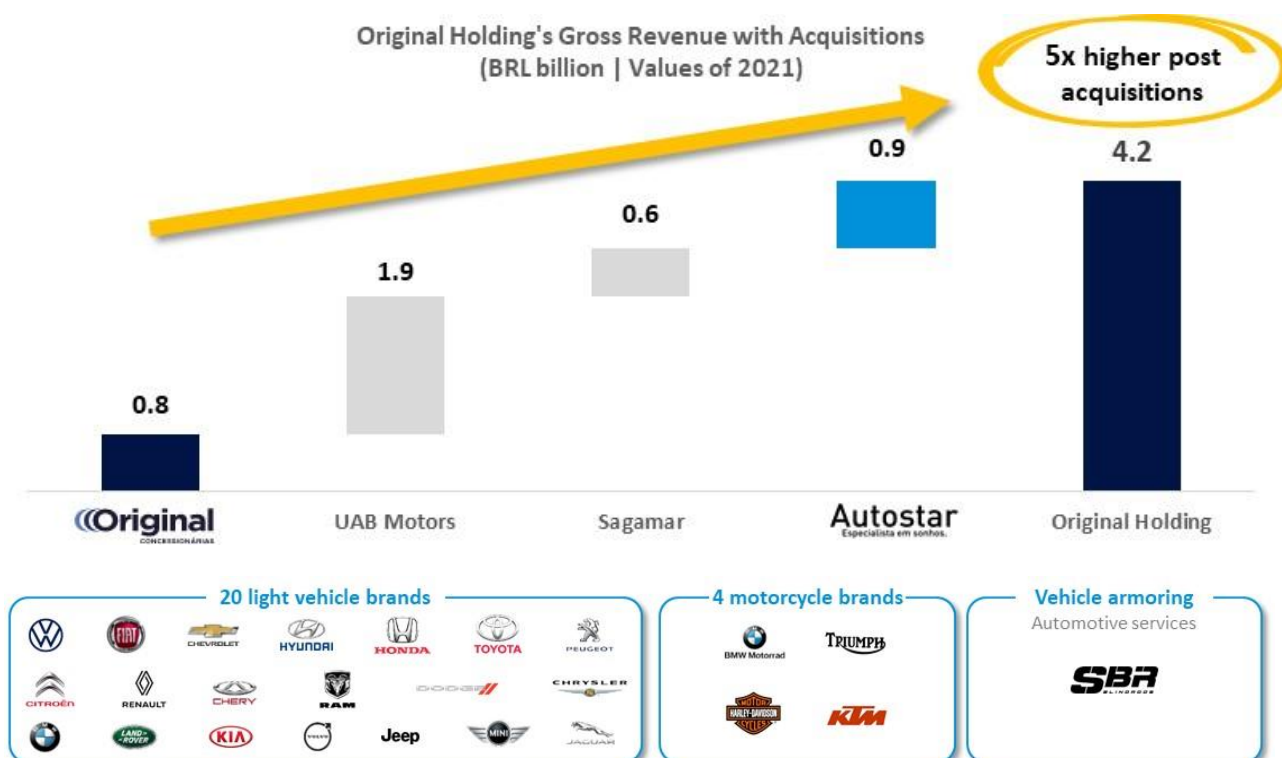
Authorized Publicly-Held Company
CNPJ/ME nº 07,415,333/0001-20
NIRE 35,300,323,416

MATERIAL FACT

SIMPAR S.A. ("**SIMPAR**" or "**Company**"), a publicly-held company, in compliance with the provisions of the Brazilian Securities Commission Resolution No. 44 of August 23, 2021, and Section 157, paragraph 4, of Law No. 6404 of December 15, 1976, hereby informs its shareholders and the market in general that, on this date, its subsidiary **Original Holding S.A.** ("**Original Holding**") entered into agreements aimed at acquiring **100% of the shares issued by Autostar Comercial e Importadora Ltda., American Star Comércio de Veículos Ltda., Bikestar Comércio de Motocicletas Ltda., British Star Comércio de Motocicletas Ltda., Moto Star Comércio de Motocicletas Ltda., and SBR Comércio e Serviços de Blindagens Ltda.** ("**Autostar**") ("**Transaction**").

The acquisition of Autostar **strengthens Original Holding's position in the luxury vehicle and motorcycle segment**, by increasing the mix of brands, products and services offered to customers, and also marks the company's entry in the vehicle armoring segment, with SBR. Thus, the **Original Holding's portfolio now includes** the brands: BMW (3 stores), Volvo (2 stores), Harley Davidson (2 stores), as well as Jaguar/Land Rover, Mini, Chrysler/Jeep/Dodge/Ram, Triumph and KTM, with one unit of each brand, all located in prime areas of the city of São Paulo - SP, the largest luxury car market in Brazil.

The transaction will add **BRL 893.5 million to Original Holding's revenues, resulting in a Combined Gross Revenue of BRL 4.2 billion based on the year 2021, considering the acquisitions of Sagamar and UAB Motors¹.**



¹ Acquisition pending approval by CADE and the OEMs;

Autostar's Equity Value was calculated at BRL 364.1 million. Payment for the shares will be made 50% in cash and 50% in Original Holding shares, resulting in the sellers' joint ownership of Autostar equal to 15.4% of Original Holding.

XP Investimentos was the sellers' exclusive financial advisor on the Transaction.

Maurício Portella, shareholder, executive and founder of the company will continue leading Autostar and will contribute to the development of Original Holding with his **expertise, built along the last 30 years, in the market and with the OEMs**.

The organization chart below reflects the corporate structure of Original Holding after the Autostar acquisition.



Note: *Alessandro Soldi and Maurício Portella continue as executives of Original Holding

Transaction closing is conditioned to the fulfillment of obligations and conditions precedent usual to this type of operation, including the approval of the **Brazilian Antitrust Agency - CADE and the consent of the OEMs**. The Company also clarifies that, since the Transaction was carried out through **Original Holding**, the Transaction does not depend on the resolution of the Company's general meeting, as per Art. 256 of Law 6.404/1976. It will neither give rise to the right of withdrawal for its shareholders.

Strategic Rationale

The Transaction with **Autostar**, in line with **Original Holding's** strategic planning, has the following highlights:

- I. **People with extensive expertise in the luxury segment and excellence in services** to provide the best **customer experience**. **Autostar** will continue to be led by **Mr. Maurício Portella**, who has **30 years dedicated to the premium vehicle market in Brazil**. He has chaired several associations such as the BMW brand association (ABBM) from 2009 to 2018, where he remains as Vice Chairman; the Jaguar Land Rover presidency (ABRALAND) from 2019 to 2021, where he remains as Vice Chairman. He was also the Vice Chairman of the Harley Davidson brand association (2010 to 2012).
- II. **Expansion of Brands, product mix and services**: the Transaction adds **six new brands to Original Holding's portfolio - Chrysler, Dodge, Ram, Harley Davidson, Triumph and KTM** - and strengthens the company's position in the luxury segment, in addition to mark the entry of **Original Holding** in the **vehicle armoring segment through SBR (Autostar's armoring company)**
- III. **Cross-selling and Synergies**: Autostar will bring **synergies to Simpar's business**, new opportunities to Madre Corretora (auto insurance sales) and to BBC Digital Bank. Likewise, the other companies in the SIMPAR Group may bring **new business and opportunities, especially for SBR**.
- IV. **Increased capillarity**: One of the largest luxury dealership networks, with 13 Autostar stores located in strategic points, considered some of the most premium for the sale of automobiles in the city of São Paulo and that strengthen the company's presence in the segment of high-end light vehicles and motorcycles. Including the acquisitions already announced, Original Holding will offer **20 light vehicle brands and 4 motorcycle brands, 60 points of sale, and a presence in 16 cities, whose area of operation represents 44% of Brazil's GDP**.

- V. **Scale:** Adding the announced acquisitions to **Original Holding's** existing business, the combined Company would have sold a volume of **27,528 vehicles in 2021, with an average ticket of BRL 156,000 for new vehicles and BRL 75,000 for used vehicles.**

The combined company would have the following unaudited figures based on 2021 results: BRL 4.0 billion in Net Revenue, BRL 300 million EBITDA, and BRL 166 million in Adjusted Net income.



About Autostar

Founded in 1992, Autostar started its activities as a BMW dealership and built one of the main luxury car dealership networks in Brazil. Currently Autostar represents 12 international brands in Brazil through 13 car dealerships located in prime areas of the city of São Paulo - SP. In addition to vehicle sales, the company offers a wide range of complementary services, such as maintenance, repair, armor, and souvenir sales (e.g., Harley Davidson clothing). Autostar represents the brands BMW (3 stores), Volvo (2 stores), Harley Davidson (2 stores), and Jaguar/Land Rover, Mini, Chrysler/Jeep/Dodge/Ram, Triumph and KTM, with one unit of each brand.

In 2021, Autostar had the following unaudited figures: BRL 863 million Net Revenue, BRL 80 million EBITDA, Net Income of BRL 38 million, Net Debt of BRL 43 million and 3,110 vehicles sold, with an average ticket of BRL 235 thousand for new vehicles and BRL 154 thousand for used vehicles.

Based on SIMPAR's management model, as seen in other acquisitions of the Group, Original Holding will maintain the **independence of its acquired companies, with each of its brands with its own management, operations, and sales structure.** Through a **unique platform** that combines scale, capillarity, 24 of the main global brands of luxury vehicles and motorcycles and presence in multiple regions, Original Holding strengthens its performance with an **absolute focus on the customer and on offering a wide assortment and quality services that result in customer loyalty.**

São Paulo, April 29, 2022

Denys Marc Ferrez

SIMPAR Executive VP of Corporate Finance
and Investor Relations Officer