



**SIMPAN S.A.**

Publicly-held Company with Authorized Capital

CNPJ/ME nº 07.415.333/0001-20

NIRE 35.300.323.416

**NOTICE TO THE MARKET**

**Announcement of the Public Tender Offer by Simpar Europe for any and all issuance Notes of its outstanding 7.750% and maturity in 2024**

**Simpar S.A.** ("Simpar") announces that its finance subsidiary, **Simpar Europe** (formerly JSL Europe), has commenced an offer to purchase for cash any and all notes of its issuance, in the amount of US\$625,000,000, of its outstanding 7.750% per year and due to 2024, guaranteed by Simpar (Rule 144A: 46590PAB9 / US46590PAB94; Regulation S: L5800PAB8 / USL5800PAB87) ("Notes" e "Tender Offer", respectively).

The Tender Offer is scheduled to expire at 5:00 p.m., New York City time, United States of America ("USA"), on January 15, 2021, unless extended or earlier terminated as described herein (such time, as it may be extended, the "Expiration Time"). Holders of the Notes ("Holders") who validly tender 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 (inclusive) will be eligible to receive US\$1,067.50 for each US\$1,000 principal amount of Notes validly tendered and accepted for purchase, plus accrued interest of validly tendered Notes accumulated up to the date of the respective settlement.

Settlement of the Tender Offer is subject to market conditions and the satisfaction or waiver of certain conditions including completion by Simpar Europe of new debt financing on satisfactory terms and conditions, in Simpar Europe's sole discretion (the "Financing"). The Tender Offer is not conditioned on any minimum amount of Notes being tendered.

Tendered Notes may be withdrawn at any time at or prior to the earlier of the Expiration Time and, in the event that the Tender Offer is extended, the tenth (10) business day after commencement of the Tender Offer. Tendered Notes may be withdrawn at any time after the 60<sup>th</sup> business day after commencement of the Tender Offer if for any reason the offer has not been consummated within sixty (60) business days after commencement.



Simpar Europe may, in its sole discretion, subject to market conditions, issue New Securities (as defined in the Offer to Purchase) at any time on or prior to the settlement date, pursuant to the Debt Financing. Tendering Holders of Notes may tender their Notes and subscribe for New Securities, observing the procedures applicable in the Offer to Purchase (as defined below).

To request the purchase of the New Securities, if and when the Financing occurs, the Holders must place a separate order in relation to the New Securities for the purchase of New Securities, under the terms of the Financing.

Any New Securities will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and will be offered only in transactions exempt from or not subject to the registration requirements of the Securities Act.

Upon the terms and subject to the conditions of the Tender Offer set forth in the Offer to Purchase, dated January 11, 2021 (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. Simpar Europe reserves the absolute right, in its sole discretion, to amend or terminate the Tender Offer, including if the Financing condition are not satisfied, subject to disclosure and other requirements under applicable law. In the event of termination of the Tender Offer, the Notes tendered and not accepted for purchase pursuant to the Tender Offer will be promptly returned to the tendering Holders without compensation or cost to such Holders and will remain outstanding.

### **Disclaimer**

This announcement does not contain any recommendation to the Note Holders and whether or not they should offer any Notes in response to the Tender Offer, or expressing any opinion as to whether the terms and conditions of the Tender Offer are fair to any Holder. The Holders must make their own decision as to whether to offer any of their Notes and, if so, the principal amount of the Notes to be offered, under the terms and conditions of the Offer to Purchase.

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 (including, but not limited to,



any New Securities that may be issued within the scope of Financing). The Tender Offer is being made solely by means of, and pursuant to the terms of, the Offer to Purchase. The Offer to Purchase has not been filed with, and has not been approved or reviewed by any federal or state securities commission or regulatory authority of any country.

Any guarantee can be given that the transactions described in this announcement will be consummated or as to the final terms of such transactions.

São Paulo, January 11, 2021.

**Simpar S.A.**

Denys Marc Ferrez

Executive Vice President of Corporate Finance and  
Investor Relations Officer