



SIMPAR S.A.

Authorized Publicly Held Company
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NOTICE TO THE MARKET

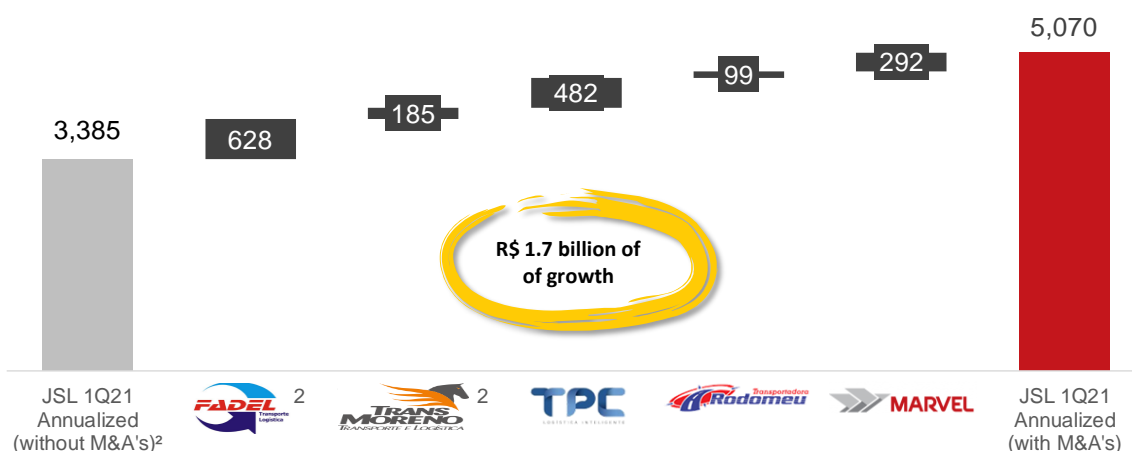
Subsidiary JSL acquires Marvel and increases its participation in the food segment by offering high value-added services

SIMPAR S.A. ("SIMPAR"), (B3: SIMH3), a publicly-held corporation, in compliance with the provisions of the Securities and Exchange Commission ("CVM") Instruction 358/2002 and in article 157, paragraph 4, of Law No. 6,404 / 1976, informs its shareholders and the market in general that its subsidiary, **JSL S.A.** ("JSL" or "Company"), (B3: JSLG3), on June 9, 2021, after the market closed, celebrated the purchase and sale agreement aiming at the acquisition of Transportes Marvel Ltda. ("Marvel") ("Transaction").

The Transaction will significantly expand JSL's operations in road transport of high value-added frozen and refrigerated cargo, and its representativeness in the food segment, offering services in Brazil and other countries in South America. The combination of operations will bring a great opportunity for commercial and operational synergies, especially due to the complementarity of its customer base and routes.

Added to the other 4 acquisitions made between August 2020 and February 2021, JSL adds, in annualized numbers, R\$ 1.7 billion to the Company's Gross Revenue, increasing from R\$ 3.4 billion to a total of R\$ 5.1 billion, a **growth of 50%**.

Addition of JSL's Gross Revenue with M&A's (1Q21 annualized in millions of Reais)¹



About Marvel

Marvel was founded in 1975 and offers refrigerated, frozen and dry cargo transport solutions, mainly to the food sector, currently having **one of the largest own international refrigerated transport fleets in South America**, with more than 1,100 operating assets, with trucks with an average age of approximately 3.6 years.

It has about 820 highly trained and committed employees, being one of the company's main differentials and resulting in very high-quality services for its customers, located in Brazil, Argentina, Chile, Uruguay, Paraguay and Peru, being the international freight responsible for 58% of revenues.

From May 2020 to April 2021 ("LTM" or "last 12 months"), Marvel presented unaudited figures of R\$ 251 million in Net Revenue, EBITDA of R\$ 62 million, Net Income of R\$ 19 million and Net Debt of R\$ 114 million, resulting in a leverage of 1.8x.

¹ Numbers informed for TPC, Rodomeu and Marvel are values reported by the companies and not audited

² The sum of the values referring to JSL without M&A's, Fadel and Transmoreno correspond to the number presented on SIMPAR Day of R\$ 4,196 million



More information on the website: www.marvel.com.br

Strategic Rationale

The Transaction aims to generate gains of scale and increase JSL's share in the refrigerated, frozen and dry cargo transportation segment (focused on the food segment) and increase its presence in other countries in South America.

Additionally, the acquisition has the following **strategic pillars**:

- i. **Geographic complementarity**: expanding JSL's presence in Brazil and other South American countries, increasing the density and complementarity of JSL's routes and, consequently, increasing logistical synergies, in addition to providing greater exposure to international markets.
- ii. **Customer Base**: increase participation in the food sector through the complementarity of services provided to clients such as Nestlé, BRF, Mondelez and McCain and relevant additions of new clients to JSL's base such as JBS, Minerva, Marfrig and Piracanjuba.
- iii. **Profitability and Operating Model**: robust business model, using a dedicated fleet, with its own fleet responsible for more than 99% of its revenues, with the capacity to carry out high value-added services, such as transport of refrigerated products, a factor that

contributes to Marvel's outstanding performance, reaching EBITDA and Net margins of 24.8% and 7.7% respectively, in the last 12 months.

- iv. Accelerated growth:** differentiated growth profile, with a CAGR of 17% between 2018 and 2020, and having opportunities to further accelerate its evolution by adding JSL's expertise, financial capacity and scale, generating dilution of operating and financial costs, and consequently higher margins for the company. In addition, it is important to mention that Marvel's industry is extremely resilient, with growth of 13% in 2020 (vs. 2019), according to the Brazilian Food Industry Association.

This move is in line with the Company's strategic plan of continuing its growth agenda, and perpetuating its absolute leadership in the logistics and road transport sector, with the largest and most integrated portfolio of services in South America, with great diversification of sectors performance and services offered, which are extremely resilient, with high potential for growth, profitability and added value.

About the Transaction

The Agreement provides for the acquisition by the Company of 100% of Marvel for R\$ 245 million (Equity Value). The amount of R\$ 100 million will be paid on the closing date of the Transaction and the remaining balance in 12 monthly installments, in the months following the closing date.

Patricia Costella, current Marvel executive, will act, as of this date, as the main executive in charge of the company, having the autonomy to command the activities currently carried out by Marvel and counting on the full support of JSL to lead a new sustainable development cycle together with its more than 820 employees. Additionally, the founding shareholders, Leovir Costella and Lodovino Costella, due to their vast knowledge of the operation, will continue to contribute to the development of the business acting as advisory boards.

The implementation of the Agreement is subject to the fulfillment of obligations and conditions precedent usual to this type of operation, including its submission for approval by the Administrative Council for Economic Defense – CADE.

Pursuant to the agreement, the acquisition may be carried out by the Company or by one of its subsidiaries, which will be defined until the closing date of the Transaction. Thus, as required by current legislation and the terms of the agreement, when such definition exists, JSL will confirm the eventual need to submit the Agreement for ratification by the General Meeting of JSL and the applicability of the right of withdrawal, pursuant to art. 256 of Law No. 6.404/76.

São Paulo, June 10, 2021.

Denys Marc Ferrez

Executive Vice President of Corporate Finance and
Investor Relations Officer