



## **SIMPAR S.A.**

### **MATERIAL FACT**

**Simpar S.A.** (the "**Company**") hereby informs its shareholders and the market that, on September 9, 2020, its wholly owned subsidiary, JSL S.A. ("**JSL**"), announced its pricing of a primary offering, in accordance with Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) ("**CVM**") Rule No. 476, dated January 16, 2009, as amended, of 72,255,762 common shares (the "**Shares**") to be issued by JSL (the "**Restricted Offering**") at R\$9,60 per Share (the "**Price per Share**"), which was set by JSL's board of directors following the conclusion of the bookbuilding process. The Restricted Offering was directed to a limited number of professional investors (as defined in CVM Instruction No. 539 of November 13, 2013) in Brazil, to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**")) in the United States and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act).

**The beginning of trading of the Shares on the B3 S.A. – *Brasil, Bolsa, Balcão* is expected to occur on September 10, 2020, which is the second business day after the disclosure of the Price per Share, and the settlement of the Offering is expected to occur on September 11, 2020, which is the third business day after the disclosure of the Price per Share.**

**The Restricted Offering has not been and will not be registered under the Securities Act or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless pursuant to a registration statement or in transactions exempt from, or not subject to, the registration requirements of the Securities Act.**

In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Restricted Offering, a priority right was given to existing shareholders of the Company to subscribe for up to all of the Shares to be placed through the Restricted Offering *pro rata* to their equity participation in the Company's capital ("**Priority Offering**"). Therefore, all of the Shares offered in the Restricted Offering (including the Additional Shares) were offered to existing shareholders first pursuant to the Priority Offering. **The Priority Offering has not been and will not be registered under the Securities Act or any other U.S. federal and state securities laws. Accordingly, the Priority Offering was only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.**

This material fact notice is disclosed for informative purposes only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's or JSL's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

São Paulo, September 9, 2020

**Simpar S.A.**

**Denys Marc Ferrez**

Chief Financial and Investor Relations Officer



**JSL S.A.**

## **MATERIAL FACT**

**JSL S.A.** (the “**Company**”), pursuant to Section 157, §4º of Law No. 6,404, dated December 15, 1976, as amended, and the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) (“**CVM**”) Rule No. 358, dated January 3, 2002, as amended, hereby informs the market that, on September 8, 2020, its board of directors approved the pricing of a primary offering in accordance with CVM Rule No. 476, dated January 16, 2009, as amended, of 72,255,762 common shares (the “**Shares**”) to be issued by the Company (the “**Restricted Offering**”). The Restricted Offering was directed to a limited number of professional investors (as defined in CVM Instruction No. 539 of November 13, 2013) in Brazil, to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”)) in the United States and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act). The Company’s board of directors set the price per Share at R\$9.60 (the “**Price per Share**”) following the conclusion of the bookbuilding process and approved an increase in the Company’s capital stock to R\$803,323,215.38, represented by 279,991,078 common shares.

**The beginning of trading of the Shares on the B3 S.A. – *Brasil, Bolsa, Balcão* is expected to occur on September 10, 2020, which is the second business day after the disclosure of the Price per Share, and the settlement of the Offering is expected to occur on September 11, 2020, which is the third business day after the disclosure of the Price per Share.**

**The Restricted Offering has not been and will not be registered under the Securities Act or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless pursuant to a registration statement or in transactions exempt from, or not subject to, the registration requirements of the Securities Act.**

In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Restricted Offering, a priority right was given to existing shareholders of the Company’s parent company, Simpar S.A., to subscribe for up to all of the Shares to be placed through the Restricted Offering *pro rata* to their equity participation in the Company’s capital (“**Priority Offering**”). Therefore, all of the Shares offered in the Restricted Offering were offered to existing shareholders of Simpar S.A. first pursuant to the Priority Offering.

**The Priority Offering has not been and will not be registered under the Securities Act or any other U.S. federal and state securities laws. Accordingly, the Priority Offering was only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.**

This material fact notice is disclosed for informative purposes only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

São Paulo, September 9, 2020

**JSL S.A.**

**Ronald Domingues**

Chief Investor Relations Officer