



**HBR REALTY EMPREENDIMENTOS IMOBILIÁRIOS S.A.**

Publicly Held Company

Corporate Taxpayer's ID (CNPJ/ME): 14.785.152/0001-51

Company Registry (NIRE): 35.300.466.276

CVM Code: 2540-2

ISIN code: "BRHBREACNOR4"

B3 Share Trading Code: "HBRE3"

**MATERIAL FACT**

**HBR Realty Empreendimentos Imobiliários SA** ("HBR" or "Company"), in compliance with the provisions of CVM Resolution No. 44, of August 23, 2021 ("CVM Resolution No. 44"), informs its shareholders and the market in general that it has received, on this date, the notification letter attached from Hélio Borenstein S.A. – Administração, Participações e Comércio ("Hélio"), announcing, in summary, that (i) Hélio acquired 5,800,000 (five million, eight hundred thousand) common shares issued by HBR from Terra Fundo de Investimento em Participações – Multiestratégia ("FIP Dynamo"); and (ii) Hélio, FIP Dynamo and Mr. Henry Borenstein decided to rescind the HBR Shareholders' Agreement.

Mogi das Cruzes, January 04<sup>th</sup>, 2023.

**Daniel Viterbo**

CFO and Investor Relations Officer

Mogi das Cruzes, January 4, 2023

To

**HBR Realty Empreendimentos Imobiliários S.A.** ("HBR" or "Company")

Avenida Vereador Narciso Yague Guimarães, No. 1.145, 2nd floor, Jardim Armênia,  
Mogi das Cruzes – SP

A/C: Mr. Daniel Viterbo

**Ref.: Acquisition of interest and termination  
of Shareholder Agreement**

Dear Sirs.,

In accordance with the terms of art. 12 of CVM Resolution No. 44, of August 23, 2021, we hereby inform you that Hélio Borenstein S.A. – Administração, Participações e Comércio ("Hélio") has acquired 5,800,000 (five million, eight hundred thousand) common shares issued by HBR held by Terra Fundo de Investimento em Participações - Multiestratégia ("FIP Dynamo").

In this context, Hélio, FIP Dynamo and Mr. Henry Borenstein have decided to, by mutual consent, resolve the Shareholders Agreement of HBR entered into in November 24, 2020 and amended in July 19, 2021. That said, FIP Dynamo leaves HBR's control group and the Company's control is now exercised exclusively by Hélio.

Finally, Helio hereby states that in the context of a financial transaction entered into with Banco Safra S.A. 21,000,000 (twenty one million) common shares of HBR were given in a fiduciary lien to such financial institution, provided that as of this date Helio **(i)** is the holder of 41,000,922 (forty one million, nine hundred, twenty two) common shares of HBR, representing 39.73% of the total and voting capital of the Company, **(ii)** does not hold other securities referenced in its shares of HBR and **(iii)** has not entered into any agreements governing the exercise of voting right or the purchase and sale of securities issued by the Company.

Sincerely,

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**HÉLIO BORENSTEIN S.A. – ADMINISTRAÇÃO, PARTICIPAÇÕES E COMÉRCIO**