

**COMPANHIA DE LOCAÇÃO DAS AMÉRICAS**  
**CNPJ/ME: 10.215.988/0001-60 / NIRE: 3530035956-9**  
**(Companhia Aberta de Capital Autorizado)**

**MATERIAL FACT**

**COMPANHIA DE LOCAÇÃO DAS AMÉRICAS** ("Unidas" or "Company"), in compliance with the terms of CVM Instruction No. 358/02, as amended, inform their respective shareholders, the market in general and other interested parties, that on this date, the Board of Directors of the Company approved (i) the execution, on the present date, by the Company (as consenting party) and by its subsidiary **Agile Gestão de Frotas e Serviços S.A.** (as buyer), a corporation, headquartered at Avenida Barão Homem de Melo, nº 1319, Galpão A, Nova Granada, in the city of Belo Horizonte, State of Minas Gerais, CEP 30.431-425, registered with CNPJ under nº 09.337.014 / 0001-70 ("Agile"), of the Instrument of Purchase and Sale of Shares and Other Covenants with the current quotaholder of **iTer Telecomunicações e Serviços Ltda.**, a limited liability company, headquartered at Av. Josué di Bernardi, nº 23, Campinas, in the city of São José, State of Santa Catarina, registered with CNPJ / ME under nº 17.286.802 / 0001-02 ("iTer"), by means of which Agile agreed to acquire, upon the satisfaction of certain precedent conditions established therein, including the transformation of iTer into a corporation, the totality of the shares issued by iTer ("iTer Acquisition"); and (ii) the merger of its subsidiary, **Unidas Agro Locação de Veículos S.A.** ("Unidas Agro"), aiming at simplifying its organizational and corporate structure, thus reducing administrative and operating costs ("Merger").

**iTer Acquisition**

iTer, whose main activity consists of tracking, telemetry and IoT solutions, has been in the market for five years and has a portfolio with more than 430 customers and more than 200 thousand vehicles tracked. The technological solution used by iTer is based on microservices that allow each system function to be isolated and specialized in a specific task to be performed, favoring the flexibility of executing the solution, with more stability, ease of use and high scalability.

The acquisition reinforces the technological transformation movement already in course at the Company and aims to internalize the development and expand the availability of technologies that guarantee more predictability, safety, efficiency and comfort to customers in the segments in which the Company operates: management, outsourcing of fleets and car rentals.

Additionally, the acquisition will increase the connectivity of the monitored devices on a single platform, while internally, Unidas will be able to have even more control of the fleet and information on vehicle displacement, adding technology and intelligence to the processes of managing its assets.

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The iTer Acquisition will be implemented through the acquisition, by Agile, of shares representing 100% of iTer's capital stock, for the total amount of R\$ 13.75 million in cash and the remaining amount upon the delivery of 1,180,592 shares of the Company owned by Agile, therefore, without any dilution of Unidas shareholders.

## **Merger**

In accordance with the terms and conditions of the Merger, the Company will incorporate the entire equity of Unidas Agro, a wholly-owned subsidiary of the Company, which will be extinguished. The effects of the Merger are conditioned to the completion of the operational procedures related to the transfer of Unidas Agro's operations to the Company, to be concluded on January 1, 2021.

Unidas Agro was evaluated, pursuant to the provisions of articles 227 and 229, §3, of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporate Law"), based on value on the base date of September 30, 2020, according to the appraisal reports prepared by Valore Consultoria Empresarial Ltda., headquartered at Rua 1º de Março, 23 - 2º andar, Centro, Rio de Janeiro - Brazil, CEP 20.010.000 ( "Valuation Company") ("Valuation Report"), with the value of shareholders' equity of R \$ 224,035,657.25 (two hundred and twenty-four million, thirty-five thousand, six hundred and fifty-seven reais and twenty-five cents).

In relation to the Valuation Company, there is no known conflict or common interest with the Company's shareholders, or with Unidas Agro.

The Merger will not result in a capital increase of the Company, nor in the issuance of new shares by Unidas or the replacing the shares of Unidas Agro's non-controlling shareholders with Unidas shares, given that the Company was already, prior to the Merger, the sole shareholder of Unidas Agro. Thus, according to recent CVM understandings already demonstrated in queries made in similar corporate transactions, it is not justified to perform an exchange ratio calculation, based on the companies' assets at market prices, nor the corresponding report for comparison purposes. referred to in article 264 of the Brazilian Corporation Law, or preparation of financial statements pursuant to articles 6 and 7 of CVM Instruction 565, of June 15, 2015.

The merger will not entail the withdrawal rights of the Company's shareholders. Still, there is no need to talk about dissent and the exercise of the right to withdraw of the non-controlling shareholders of Unidas Agro, given that its only shareholder is the Company.

The acts of the Merger will be analyzed by the boards of trade of the States where the constitutive acts of the Company and Unidas Agro are registered, with no need for prior approval by any Brazilian or foreign authorities.

The estimated cost of the Merger is of approximately R\$ 70,000.00 (seventy thousand reais), including costs with appraisals, legal advice and other advisory services, publications and other related expenses.

The Company intends to simplify its organizational and corporate structure, in addition to integrating its businesses and generating synergies resulting therefrom.

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The Company does not foresee significant risks caused by the implementation of the Merger, and its success will depend, mainly, on the Company's abilities to realize opportunities to generate value resulting from the combination of its businesses. If such objectives are not successfully achieved, the expected benefits of the Merger may not be fully realized or may take longer than expected to occur.

The Valuation Report is available to shareholders at the Company's headquarters, at Alameda Santos, nº 438, 7th floor, Bairro Cerqueira César, CEP 01.418-000, in the city of São Paulo, State of São Paulo, at the Relations Department with Investors, on the Company's website (<https://ri.unidas.com.br>), on the CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)) and on the website of B3 SA - Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)).

The Extraordinary General Meeting of the Company that will decide on the terms of the iTer Acquisition and the Merger ("AGE") will be called opportunely.

In due course, the Management Proposal for the AGE will also be made available, accompanied by all documents and information necessary for the deliberations on the iTer Acquisition and the Merger.

Further information can be obtained from the Company's Investor Relations Department by telephone (+55 31 3319-1500).

São Paulo, november 24, 2020.

**Marco Túlio De Carvalho Oliveira**

CFO and IRO

Unidas

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