



LOCALIZA RENT A CAR S.A.

Taxpayer ID (CNPJ): 16.670.085/0001-55

Public Company



COMPANHIA DE LOCAÇÃO DAS AMÉRICAS

Taxpayer ID (CNPJ): 10.215.988/0001-60

Public Company

NOTICE TO THE MARKET

Procedures related to consummation of the Business Combination between Localiza and Unidas

Localiza Rent a Car S.A. – “Localiza” (B3: RENT3 and OTCQX: LZRFY) and **Companhia de Locação das Américas** – “Unidas” (B3: LCAM3 and OTC: CDLDY) (the “Companies”), in addition to the material fact of this date, in which disclosed the approval by the Court of the Administrative Council for Economic Defense (“CADE”) of the buyer of the Unidas assets subject to the Concentration Control Agreement (subject to the Material Fact of June 13, 2022) and the closing date of the business combination of the Companies (“Business Combination”), inform their respective shareholders and the market in general of the next steps for the consummation of the Business Combination, as follows.

I. Summary of the Business Combination Structure

Pursuant to the “Protocol and Justification of Merger of Shares of Companhia de Locação das Américas by Localiza Rent a Car S.A.” celebrated on October 8, 2020 and approved at the Companies' extraordinary shareholders' meetings held on November 12, 2020, and amended at the Companies' shareholders' meetings held on April 26 and 29, 2022 (“Protocol”), the Business Combination consists of in the merger of all shares issued by Unidas by Localiza, with the issuance, to Unidas shareholders, of new shares of Localiza in accordance with the Exchange Ratio (defined below).

II. Exchange ratio and treatment of fractions

Upon completion of the Business Combination, Unidas shareholders will receive, in principle, for each Unidas common share they own, 0.44682380 Localiza common shares (“Exchange Ratio”).

The above Exchange Ratio was initially defined in the Protocol and is subject to adjustment under the terms of the Protocol.

The final value of the exchange ratio of Unidas shares for Localiza shares will be determined by the parties under the terms of the Protocol and informed to the market as soon as it becomes available. For the purposes of this disclosure, the new Localiza shares to be issued to Unidas shareholders are the “New Localiza Shares”.

Any fractions of Localiza's shares owed to Unidas' shareholders in consideration for the merger of Unidas' shares will be grouped into whole numbers to then be sold on the market managed by B3 after the Closing. The amounts earned in said sale will be made available, net of fees, to Unidas' shareholders holding the respective fractions, in proportion to their interest in each share sold, on a date to be opportunistically informed.

III. Dividends

Under the terms of the Protocol, the Board of Directors of Unidas will approve a distribution of dividends to its shareholders in the amount of R\$425,000,000.00. Under the terms of the Protocol, such distribution of dividends will have its effectiveness conditioned to the Closing. Unidas shareholders will be entitled to dividends at the close of trading on the Closing Date (defined below), whose payment will occur within 90 (ninety) calendar days from the Closing Date.

IV. Financing

Pursuant to the Protocol, Localiza will offer a line of credit to Unidas shareholders on the Closing Date ("Funding").

Continuing with the preparations for the consummation of the Business Combination, the Company informs that Localiza has contracted (i) Banco XP S.A. and XP Investimentos Corretora de Câmbio, Títulos e Valores Mobiliários S.A. as institutions responsible for structuring and granting the Financing to its shareholders; and (ii) Banco Modal S.A. for the provision of services necessary for the opening of Investment Accounts and Accounts Domiciled Abroad by shareholders who are not resident in Brazil.

In this sense, with the purpose of informing in advance and allowing Unidas shareholders to prepare themselves to fulfill the necessary and indispensable requirements for opening a relationship with the financial institutions above and subsequent request for Financing, Unidas issued, on this date, a notice to its shareholders containing the information for joining the Financing.

Only Unidas shareholders will be eligible for Financing at the close of trading on the Closing Date (defined below).

V. Closing Schedule

Closing the Business Combination ("Closing") will comprise the following main steps:

- (i) July 1, 2022:** payment of the reimbursement amount to Unidas shareholders dissenting from the resolution on the Business Combination at the Unidas extraordinary general meeting held on November 12, 2020.
- (ii) July 1, 2022:** closing of the negotiation of Unidas shares on B3 and "Closing Date" of the Business Combination. For the purposes of the Business Combination, shareholders of Unidas (both for the purposes of the Business Combination and to receive the Dividends and request the Financing) will be those who hold Unidas shares at the close of trading on the Closing Date ("Reference date").
- (iii) July 4, 2022:** start of trading of the New Localiza Shares on B3.
- (iv) July 6, 2022:** effective credit of the Localiza New Shares in the custody accounts of Unidas' shareholders.
- (v) Up to 90 days from the Closing Date:** payment to Unidas' shareholders of the amount corresponding to the Dividends declared by Unidas, on a date to be informed.

VI. Unidas shareholders with shares registered directly with the bookkeeper

The procedures and dates above are exclusive to Unidas shareholders who, on the Reference Date, had their Unidas shares in custody with a custodian agent admitted to B3.

Unidas shareholders with shares registered directly in a deposit account opened with Itaú Corretora de Valores S.A. ("Itaú") depository institution responsible for the bookkeeping of its shares ("Unidas Book Shareholders") will have their credits available according to the bank address provided to the depository institution.

Unidas Book Shareholders whose registration is out of date must go to an Itaú bank branch with their identification documents and proof of residence to request the update.

Upon the occurrence of the Closing, the New Localiza Shares will be deposited in the accounts indicated by the Unidas Book Shareholders until July 6th, 2022.

VII. Tax treatment of Unidas shareholders in Brazil

A. Resident investors

Gains realized by Unidas' shareholders who are resident in Brazil, including individuals and legal entities, investment funds and other entities, may be subject to income tax and other taxes as a result of the Business Combination, in accordance with the legal and regulatory rules applicable to each category of investor, and these investors should consult their tax advisors and be directly responsible for the eventual collection of potentially applicable taxes.

B. Non-resident investors

As for Unidas' shareholders who are not resident in Brazil, the IRRF (Income Tax Withheld at Source) will be withheld on the capital gain calculated, based on the rates below. The capital gain will correspond to the positive difference between (i) the value of the Business Combination, and (ii) the average acquisition cost of Unidas shares for each non-resident Unidas shareholder].

For non-resident investors operating under the terms of CMN Resolution 4,373/14, the following rates will apply:

- (i) 25% in the event of a shareholder who is resident in a tax-favored country or dependency, pursuant to the legislation and regulations of the Federal Revenue Service of Brazil in force; or
- (ii) 15% in other cases.

For other non-resident investors:

- (i) 25%, in the event of a shareholder who is resident in a tax-favored country or dependency, pursuant to the legislation and regulations of the Federal Revenue Service of Brazil in force; or
- (ii) In other cases where item (i) above does not apply, according to the following rates, provided for in article 21 of Law 8,981/1995, as amended by Law 13,259/2016:
 - a. 15% on the portion of winnings that does not exceed BRL 5,000,000.00;
 - b. 17.5% on the portion of gains that exceeds BRL 5,000,000.00 and does not exceed BRL 10,000,000.00
 - c. 20% on the portion of gains that exceeds BRL 10,000,000.00 and does not exceed BRL 30,000,000.00; and

- d. 22.5% on the portion of earnings that exceeds BRL 30,000,000.00.

Localiza, as the incorporator of Unidas' shares, will use the information provided to it by the custodian agents of non-resident Unidas shareholders to calculate the capital gain, and such Unidas shareholders are responsible for the veracity and completeness of such information.

Custodian agents must directly inform Localiza of the data of Unidas shareholders who were not residents on the Reference Date and the average acquisition cost of Unidas shares, in the form of Annex I of this notice, until 6:00 pm on July 11, 2022, via e-mail to ri@localiza.com.

Once the average cost has been delivered under the terms of the previous paragraph, the agents and custody must provide, by 6:00 pm on July 29, 2022, via e-mail to the electronic address ri@localiza.com, the statement detailing the acquisition cost held by the foreign investor for each transaction that makes up the average cost informed, with the corresponding competent and suitable supporting documentation to prove the operations indicated in the statement.

Localiza, under the terms of the legislation and regulations in force: (i) may consider the acquisition cost equal to zero for Unidas shareholders who are not residents on the Reference Date who do not forward the value of the average acquisition cost of Unidas shares until 6:00 pm on July 11, 2022 and the corresponding supporting documentation by 6:00 pm on July 29, 2022; and (ii) will apply the 25% rate to the earnings of Unidas shareholders who are not residents on the Reference Date who fail to inform, pursuant to Annex I, their country or place of residence or tax domicile. Localiza and Unidas will not be liable, under any circumstances, to Unidas' shareholders not resident on the Reference Date for any subsequent adjustment and/or refund of the overpaid amount and/or for any questioning regarding the average costs reported by custodians.

The Companies reserve the right to: (i) withhold and pay the Income Tax Withheld at Source (IRRF) related to the eventual capital gain of the non-resident, expect under the case of presentation of the respective Federal Revenue Collection Document (DARF) with proof of payment related to the taxable capital gain, duly completed and paid by the foreign investor or its legal representative, in accordance with applicable legislation, by 6:00 pm on August 25, 2022 (ii) offset, in compliance with the Laws applicable to private credit offsetting, the amount of IRRF eventually collected by any of the Companies on behalf of the non-resident foreign investor with the amount of Dividends to which the respective investor is entitled, as well as with any other credits held against the foreign investor, including, without limitation, the value of any dividends, interest on equity and other earnings that may be declared and/or paid by the Companies at any time, even before the Closing Date of the Business Combination (iii) request from B3 the debit, in the account of the respective foreign investor held with its custodian, of any pending amount regarding the payment of the IRRF; and/or (iv) Request the custodian agent to block a number of shares held by the respective foreign investor in order to be entitled to the estimated or effectively paid IRRF amount, until the non-resident investor has transferred to the Companies the amount sufficient to fully settle the IRRF due, or presenting the respective DARF with proof of payment related to the taxable capital gain, duly completed and paid by the foreign investor or its legal representative, in accordance with applicable legislation..

Belo Horizonte, June 22, 2022.

Rodrigo Tavares Gonçalves de Sousa
CFO and IRO
Localiza

Marco Tulio de Carvalho Oliveira
CFO and IRO
Unidas

ANNEX I

NAME	CPF/CNPJ	PLACE OF FISCAL RESIDENCE	REGISTERED ACCORDING TO CMN RESOLUTION 4,373/14?	QUANTITY OF SHARES	AVERAGE COST OF ACQUISITION
		(country)	(yes/no)		

- It is requested that the above information and the statement with the details of the acquisition cost be sent in .xls format (Excel file)