



LOCALIZA RENT A CAR S.A.
Corporate Taxpayer ID (CNPJ):
16.670.085/0001-55
Publicly held Company



COMPANHIA DE LOCAÇÃO DAS AMÉRICAS
Corporate Taxpayer ID (CNPJ):
10.215.988/0001-60
Publicly held Company

MATERIAL FACT

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) (jointly, the “Companies”), in addition to the material fact disclosed on June 22, 2022, and to the notices to the market disclosed on June 22, 2022, and June 29, 2022, inform their respective shareholders and the market in general that the business combination between the Companies, that comprises the share merger of Unidas’ shares into Localiza (“Business Combination”), was **consummated and became effective** on this date (“Closing Date”), as confirmed by the respective board of directors of the Companies in meetings held on this date, pursuant to the terms of the “Protocol and Justification of Merger of Shares of Companhia de Locação das Américas by Localiza Rent a Car S.A.” entered into on October 8, 2020 and approved at the Companies’ general meeting (“Protocol”).

Terms with capital letter and not defined herein shall have the meaning attributed to them in the Protocol or in the notice to the market disclosed on June 22, 2022, as applicable.

As informed in the notice to the market disclosed on June 22, 2022, today was the final trading day of Unidas’ shares at B3. The holders of Unidas’ shares at the closing of the trading session on this date will be considered as shareholders of Unidas, both for the purposes of the Business Combination and to be entitled to receive the Dividends and to request for the Financing.

Pursuant to the abovementioned notice to the market, on July 4, 2022, the trading of the New Localiza Shares that will be issued to Unidas shareholders will begin, based on the exchange ratio of **0.43884446** Localiza common shares for each common share issued by Unidas (“Final Exchange Ratio”). The effective credit of the New Localiza Shares will occur on the custody accounts of Unidas shareholders on July 6, 2022. The Final Exchange Ratio already considers all the adjustments provided for in the Protocol.

The holders of Unidas’ shares at the closing of the trading session on this date will also be entitled to receive the Dividends declared by Unidas on November 12, 2020 (subject to the fulfillment of conditions precedent) and ratified on June 27, 2022, in the total amount of R\$ 425,000,000.00. The payment of the Dividends to the shareholders of Unidas will occur within ninety (90) calendar days from the Closing Date, on a date to be informed in due course.

The amounts mentioned herein are gross and shall be subject to potential tax impacts, as indicated in the notice to the market disclosed on June 22, 2022.

With the consummation of the Business Combination, the Voting Agreement entered into between the founding shareholders of Localiza and the founding shareholders of Unidas on September 22, 2020, which are now considered reference shareholders of Localiza, became effective on this date.

The Voting Agreement, with a term of six years, binds 22.69% of Localiza's capital, of which 16.21% is held by the block composed of the four founding shareholders of Localiza and 6.48% is held by the block formed by the founding shareholders of Unidas, and reinforces the commitment of both founding blocks and new reference shareholders to the success and good governance of the combined Companies.

Finally, with the consummation of the Business Combination, (i) the resignation of the members of Unidas' Board of Directors, according to the resignation letters presented to the company on June 27, 2022, conditioned to the closing of the Business Combination; and (ii) the election of Mr. Luis Fernando Memoria Porto and Mr. Sérgio Augusto Guerra de Resende to the positions of members of the Company's Board of Directors also, as approved at the extraordinary general meeting held on June 27, 2022, both became effective on this date. Mr. Luis Fernando Memoria Porto will serve as Vice-Chairman of the Company's Board of Directors, as approved at Localiza's Board of Directors meeting held on this date.

Localiza will inform in due course the procedures related to the auction and payment of the eventual fractions of shares resulting from the consummation of the Business Combination.

Belo Horizonte, July 1, 2022.

Rodrigo Tavares Gonçalves de Sousa
CFO and IRO
Localiza

Marco Tulio de Carvalho Oliveira
CFO and IRO
Unidas