



## **FRAS-LE S.A.**

Publicly Held Company  
CNPJ/MF nº 88.610.126/0001-29

### **MATERIAL FACT**

**FRAS-LE S.A.** ("Fras-le" or "Company"), a corporation headquartered at Rodovia RS 122, Km 66, no. 10.945, city of Caxias do Sul (RS), pursuant to article 157, paragraph 4, of Law no. 6.404, of December 15, 1976, as amended ("Brazilian Corporate Law"), and of the Securities and Exchange Commission Resolution No. 44, of August 23, 2021, hereby informs its shareholders and the market in general that, at a meeting of the Board of Directors ("BDM") held on this date, the signing of a Shares Purchase Agreement, ("Agreement") by the subsidiary of the Company located in the Netherlands, Fras-le Europe B.V. ("Buyer") on one side, and the sellers, on the other side, through which the main terms and conditions for the acquisition, by the Purchaser, of all the shares of AML Juratek Limited ("AML") were established. AML is, based in Doncaster, United Kingdom.

AML Juratek is the controlling company of Juratek (which has been in operation for 28 years) and Bettaparts (which has been operating for over 40 years), both in the European auto parts aftermarket. In 2022, the Group of companies generated a revenue of approximately £25 million. The operation's recurring adjusted EBITDA margin is approximately 10%.

The operation is part of the Company's strategy to expand its business in the replacement sector in mature markets, through product diversification and expansion of brands in its portfolio. Fras-le continues to consolidate its position as one of the largest "house of brands" in the auto parts replacement market in Brazil, expanding this model in markets that allow for growth and good operational synergies and, as a result, adding value to its business model.

The acquisition price is £18.22 million, with the final amount subject to adjustments, as provided for in said Agreement. The closing of the operation – at which time the Company will effectively take over the control and management of the acquired company will occur after complying with the conditions precedent.

The Company clarifies that the acquisition does not depend on the resolution of the Company's General Meeting, pursuant to article 256 of the Brazilian Corporate Law.

Finally, the Company will hold a videoconference on this date, at 7:00 pm, Brasília time, to provide information to the market and further clarifications on this business. Shareholders and the market will be duly and adequately informed about the completion of the transaction.

Additional information can be obtained from Fras-le investor relations department, at [ri@fras-le.com](mailto:ri@fras-le.com)

Caxias do Sul (RS), February 16, 2023.

Hemerson Fernando de Souza  
Investor Relations Officer