

**AZZAS 2154 S.A.**

*Publicly-held Company*

Corporate Taxpayer ID (CNPJ) No. 16.590.234/0001-76

Company's Registry (NIRE) No. 31.300.025.91-8 | CVM Code No. 02234-9

**NOTICE TO THE MARKET**

**AZZAS 2154 S.A.** ("Company"), hereby informs that, at a meeting held on this date, the Company's Board of Directors ("BDM 10.29.2024") approved, among other matters, the execution, between the Company and Calçados Vicenza S.A. (CNPJ No. 92.505.916/0001-11), its wholly-owned subsidiary ("Vicenza"), of the "*Private Instrument of Protocol and Justification for the Merger of Calçados Vicenza S.A. by Azzas 2154 S.A.*" ("Protocol and Justification"), which sets out the terms and conditions for the merger of Vicenza by the Company ("Merger").

The BDM 10.29.2024 also resolved to call an extraordinary general meeting to deliberate, among other matters, on the Protocol and Justification, the Merger and other matters related to the Merger ("EGM").

As of today, the Company holds all of Vicenza's issued shares. In that sense, the Merger will be carried out without a replacement ratio and will not result in an increase in the Company's capital stock or the issue of new shares by the Company. Therefore, the Merger will be implemented without dilution of the Company's capital stock.

Under the terms of the Protocol and Justification, upon the completion of the Merger, Vicenza will be extinguished for all legal purposes, and the Company will succeed Vicenza, universally and without solution of continuity, in all rights and obligations. In accordance with the applicable legislation, the Merger and related matters were submitted for analysis by the Company's Fiscal Council, which, at a meeting held on this date, expressed its favorable opinion on the Merger.

The information and documents regarding the EGM, including the Management's Proposal, the Protocol and Justification, and the opinion of the Fiscal Council on the Merger, will be disclosed to shareholders in due course, in accordance with applicable legal deadlines.

**1. Identification of the companies involved in the transaction and a brief description of the activities performed by them.**

**1.1. Company**

### ***1.1.1. Company Identification***

The Company is a publicly-held company, headquartered in the city of Belo Horizonte, in the state of Minas Gerais, at Rua Fernandes Tourinho, 147, room 402, Savassi, Zip Code No. 30112-000, with its articles of incorporation filed with the Board of Trade of Minas Gerais under Company's Registry (NIRE) No. 31.300.025.91-8, registered with the Corporate Taxpayer ID (CNPJ) under No. 16.590.234/0001-76, and registered with the CVM as a category "A" public-held company under code No. 02234-9.

### ***1.1.2. Description of the main activities of the Company***

The Company's corporate purpose includes, among other activities, the design and trade of leather and plastic articles in general, including shoes and footwear of any nature and kind, and the industrialization, wholesale trade of hides, wools, skins, and other by-products of animal origin, the making, manufacturing and trading of clothing articles and accessories of any nature and use.

## ***1.2. Vicenza***

### ***1.2.1. Identification of Vicenza***

Vicenza is a closely-held company, headquartered in the city of Igrejinha, in the state of Rio Grande do Sul, at Rua Arthur Fetter, 233, Bom Pastor, Zip Code No. 95650-000, registered with the Corporate Taxpayer ID (CNPJ) under No. 92.505.916/0001-11 with its articles of incorporation filed with the Commercial, Industrial and Services Board of the state of Rio Grande do Sul under Company's Registry (NIRE) No. 43.300.071.031.

### ***1.2.2. Description of Vicenza's main activities***

Vicenza's corporate purpose includes, among other activities, the manufacture and processing of footwear and handbags, and footwear design services.

## **2. Description and purpose of the transaction.**

The Merger is part of the corporate reorganization of the Company and Vicenza, aiming for greater rationalization of the corporate structure and activities of the business group.

## **3. Main benefits, costs, and risks of the transaction.**

### ***3.1. Benefits***

Considering that the Company and Vicenza belong to the same economic group, with the Company directly holding all of Vicenza's capital stock, the Merger will bring considerable administrative, economic, and financial benefits to the parties: (i) rationalization and simplification of the corporate structure and, consequently, consolidation and reduction of combined operating costs and expenses; (ii) pooling of corporate resources and assets, allowing for better management of operations and assets and use of operating and financial resources; and (iii) greater operational integration of the parties, which will allow for better use of existing synergies and new forms of complementation between corporate activities.

### **3.2. Cost estimates**

It is estimated that the total costs and expenses for carrying out and effecting the Merger, including the fees of legal advisors, appraisers, and auditors and the costs for carrying out and publishing the corporate acts should not exceed the amount of approximately R\$ 150,000.00 (one hundred and fifty thousand reais).

### **3.3. Risks**

Considering that the Company holds 100% of Vicenza's capital stock, the parties' managements understand that the Merger does not increase the risk exposure of the Company or Vicenza, nor does it impact the risk of the Company's shareholders, investors, and interested third parties.

### **4. Replacement ratio.**

The Merger will be carried out without the shares issued by Vicenza being replaced by shares issued by the Company, as (i) the Company holds 100% of Vicenza's capital stock; (ii) the Merger will not result in an increase in the Company's capital stock; (iii) the Merger will not require the issuance of new shares by the Company; (iv) there will be no migration of any Vicenza shareholders to the Company's capital stock.

### **5. Criteria for setting the replacement.**

Under item 4 above, the Merger is carried out without a replacement ratio.

### **6. Main assets and liabilities that will form each portion of the equity, in the event of a spinoff.**

Not applicable, since the Merger does not include a spinoff.

**7. Whether the transaction was or will be submitted for approval by Brazilian or foreign authorities.**

The completion of the Merger will not be subject to review by the antitrust authorities or any other governmental authority, in Brazil or abroad.

**8. In transactions involving controlling companies, subsidiaries or companies under common control, the share exchange ratio is calculated in accordance with article 264 of the Brazilian Corporation Law.**

The evaluation of the net assets of the parties for the purposes of a comparative exchange ratio under Article 264 of the Brazilian Corporate Law is not applicable to the Merger, as (i) the Company holds all the shares issued by Vicenza; and (ii) the Merger will be carried out without a replacement ratio.

**9. Applicability of withdrawal rights and reimbursement amount.**

Considering the Company is Vicenza's sole shareholder, approval of the Merger at Vicenza's extraordinary general meeting will depend on the affirmative vote of the sole shareholder. Thus, there will be no dissenting shareholders from the resolution of Vicenza's extraordinary general meeting, under the terms of article 137 and article 230 of the Brazilian Corporate Law.

Under the terms of article 136 and article 137 of the Brazilian Corporate Law, the Company's current shareholders will not be entitled to withdrawal rights as a result of the approval of the Merger by the general shareholders' meeting.

**10. Other relevant information.**

The relevant documents relating to the Merger, including the Protocol and Justification and the appraisal report on the book value of Vicenza's equity, as well as the opinion of the Fiscal Council on the Merger, will be made available to shareholders in due course on the CVM's (<https://www.gov.br/cvm/pt-br>), B3's ([https://www.b3.com.br/pt\\_br/institucional](https://www.b3.com.br/pt_br/institucional)) and the Company's (<https://ri.azzas2154.com.br/>) websites.

Belo Horizonte, October 29<sup>th</sup>, 2024.

**RAFAEL SACHETE DA SILVA**

Corporate Vice-President, Chief Financial Officer and  
Investor Relations Officer