



**EUCATEX S.A. INDÚSTRIA E COMÉRCIO**  
**Corporate Taxpayer ID (CNPJ/MF): 56.643.018/0001-66**  
**Company Registry (NIRE): 35.300.028.015**

Publicly Held Company

## **MATERIAL FACT**

**Eucatex S.A. Indústria e Comércio** (B3: EUCA3; EUCA4) ("Company"), in compliance with paragraph 4, article 157 of Federal Law 6,404, of December 15, 1976, and Resolution 44 issued by the Securities and Exchange Commission of Brazil ("CVM") on August 23, 2021, informs its shareholders and the market that, on the date hereof, it signed the "Self-Mediation Instrument" with the São Paulo State Prosecution Office ("MPSP"), the São Paulo Municipal Government ("Municipality"), Banco BTG Pactual S.A. ("BTG Pactual") and others ("Self-Mediation Instrument").

According to the Self-Mediation Instrument, the MPSP and the Municipality agree to: (i) exclude the Company as defendant (i.a) from public-interest civil action 0027569-02.2009.8.26.0053 ("ACP"), pending before the 4th Tax of São Paulo; and (i.b) from the action for an innominate provisional remedy 0011190-44.2013.8.26.0053 ("Action for Provisional Remedy"), pending before the 4th Tax Court of São Paulo; as well as (ii) dismissing all constrictive and restrictive measures imposed on the Company in connection with and as a result of these actions, including unavailability of assets; and (iii) neither file nor support new claims against the Company involving facts related to the ACP or the Action for Provisional Remedy.

In consideration, the Company undertook to pay to the Municipality seven million, two hundred thirty-eight thousand and ninety-five U.S. dollars (US\$7,238,095.00) translated into local currency based on the foreign exchange rate on the date of the deposit into court.

The Self-Mediation Instrument will be filed, before the 4<sup>th</sup> Tax Court of São Paulo and will come into force after the final and unappealable decision approving it, also resulting in the compliance of the shares in the Company (previously blocked under the ACP and the Action for Provisional Remedy) held by Kildare Realisations Limited and Macdoel Realisations Limited ("Selling Shareholders"), the non-controlling shareholders of the Company that already were in court-ordered liquidation in the British Virgin Islands since 2017.



Concomitantly to the execution of the Self-Mediation Instrument, an indirect subsidiary of BTG Pactual ("Investor") and BTG Pactual signed an Asset Purchase Agreement and Other Covenants ("APA"), through which, subject to certain conditions, the Investor undertook to acquire shares issued by the Company previously held by the Selling Shareholders, among other actions.

Under the APA, the Investor will acquire approximately thirteen percent (13%) of the common shares in the Company and approximately thirty-eight percent (38%) of the preferred shares in the Company. Concomitantly, the Investor executed, on the date hereof, with the shareholders composing the controlling group of the Company ("Controlling Shareholders") a shareholders agreement, whose effectiveness is subject to the consummation of the transactions described herein and whose provisions include, among others, (a) the Investor's right to appoint one (1) member to the board of directors of the Company; and (b) certain matters related to property protection of the Investor whose approval is subject to a vote favorable to the Investor in a prior meeting ("Shareholders Agreement"). The Shareholders Agreement is available at the Company's headquarters and on the websites of the Company's Investor Relations department ([ri.eucatex.com.br](http://ri.eucatex.com.br)) and of CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

The Controlling Shareholders, the Investor and BTG Pactual will further seek, after consummation of the transactions described herein, to migrate the Company to the special listing segment of B3 – Brasil, Bolsa, Balcão, named "Level 2," and to comply with additional provisions related to the liquidity rights of the shares held by the Investor in the Company.

Furthermore, reinforcing their long-term commitment to the Company, the Controlling Shareholders agreed to increase their equity interest by acquiring a portion of the shares acquired by the Investor under the APA, representing around thirteen percent (13%) of Company's total common shares and around five percent (5%) of the Company's total preferred shares, while the Investor remains the exclusive holder of the preferred shares issued by the Company (except for one common share, which will be held by the Investor), which will represent around thirty-three percent (33%) of all shares issued by the Company. Thus, by consummation of the closing of the operations described herein, BTG Pactual will not participate in the control of the Company, which will not change and will continue to be exercised by the Controlling Shareholders.

The management believes that the agreements described herein, concluded after significant efforts by all parties, will be extremely positive for the Company, which, in addition to remedying



its legal claims and litigations, is increasingly improving its management and attaining higher levels of performance, growth, value creation and corporate governance in the Company.

The consummation and settlement of the transactions described herein are subject to certain conditions precedent typical to transactions of this kind.

Lastly, the Company reiterates its commitment to keeping shareholders and the public informed of any material information, including any advances in the phases of the transactions described herein.

São Paulo, January 24, 2023

**José Antônio Goulart de Carvalho**

Executive Vice President and Investor Relations Officer