



ALIANSC SONAE **brMalls**

APRIL, 2022

ALSO + brMalls

Market Announcement



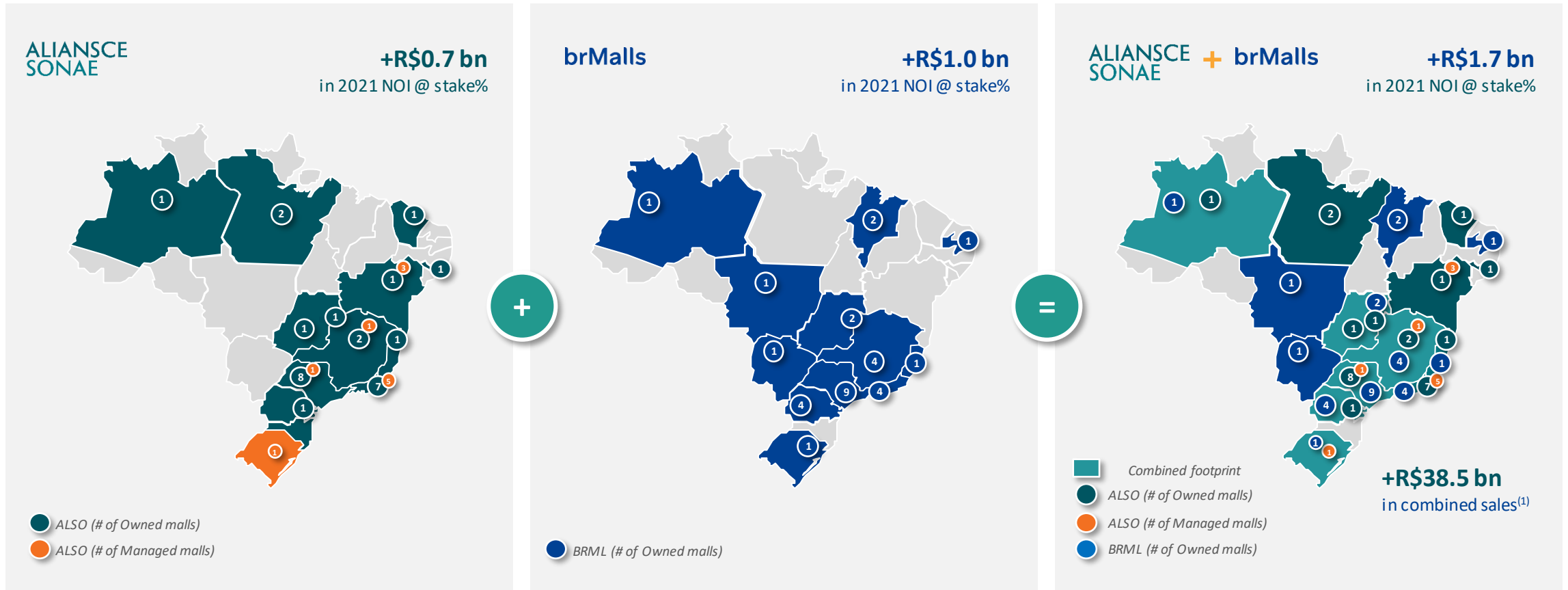
CREATION OF A LEADING NATIONWIDE PORTFOLIO

The combination of Aliansce Sonae and brMalls will create
ONE OF THE LEADERS in Latin America

- 1.** **Leading nationwide portfolio** with leading malls
- 2.** **Top-notch governance**, combining corporation structure with long-term, strategic reference shareholders
- 3.** The **most liquid stock** within the LatAm mall sector and the only one under Novo Mercado governance, the asset of choice of any global investor
- 4.** Platform ready to deliver **unique “phygital” experiences** to clients
- 5.** **Partner of Choice** for consumers, retailers and real estate developers
- 6.** **Leaner**, more **effective** and more **efficient** organization
- 7.** **Clear potential synergies** to be captured
- 8.** Focus on **ESG initiatives**

LEADING MALLS IN ALL REGIONS

Extensive portfolio of malls under management with a solid footprint in the entire country



Complementary footprint with high-performance malls and low overlap

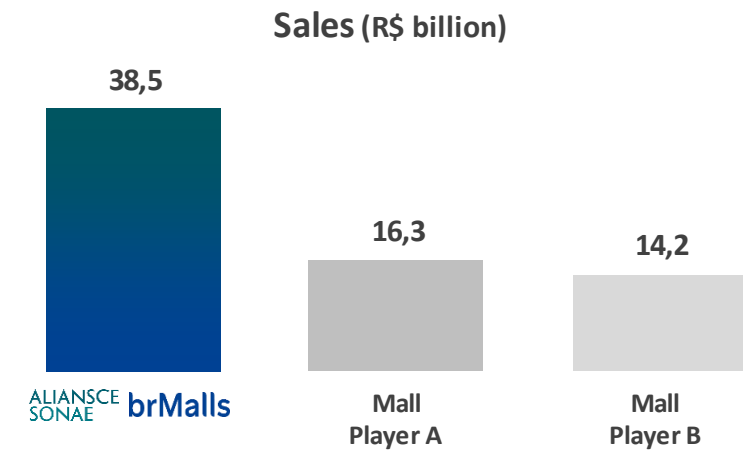
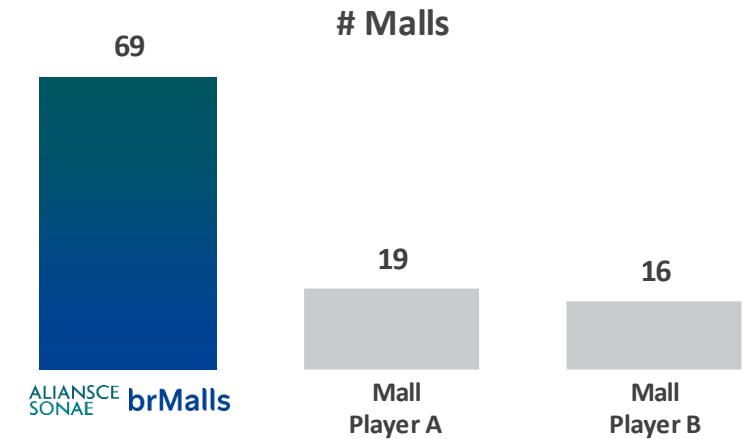
RELEVANT COMMERCIAL PRESENCE

ALIANSCENAE + brMalls

Mall Player A

Mall Player B

		Mall Player A	Mall Player B
 RENNER	109	40	19
	103	38	44
 RIACHUELO	49	14	7
	121	45	47
	48	14	6
	80	17	14



Source: Company Information

Notes: Estimated total stores: Renner +635 (3Q21), Arezzo 894 (3Q21 – including stores abroad), Riachuelo 344 (3Q21), Soma 1,052 stores (3Q21 – after Hering acquisition, 773 Hering Stores), Centauro 245 (3Q21), and Kopenhagen +900

CREATION OF THE MOST LIQUID STOCK AND THE BEST GOVERNANCE STRUCTURE IN THE BRAZILIAN MALL SPACE

Significantly higher liquidity⁽¹⁾, combined with top-notch governance, corporation structure and strategic institutional, reference shareholders

ADTV (R\$ million)

■ 30 days ■ 60 days ■ 90 days



Category	ALIANSCÉ SONAE	brMalls	ALIANSCÉ SONAE + brMalls	Mall Player A	Mall Player B
Governance Level					
Corporation Structure	-			-	-
Institutional Reference Shareholders		-		-	-

Source: Factset as of April 28, 2022
 Note: (1) Considering Average Daily Trading Volume (ADTV)

ALSO + BRMALLS: ONE OF THE LEADING MALL PLAYERS

COMBINED OPERATIONAL AND FINANCIAL HIGHLIGHTS

2,418
'000 sqm

Total GLA
(4Q21)

1,627
'000 sqm

Own GLA
(4Q21)

31.9
R\$bn

Total Sales
(2021)

1,352
R\$m

EBITDA
(2021)

778
R\$m

AFFO
(2021)

6,480
R\$m

Net Debt
(2023)

UNLOCKING VALUE THROUGH SYNERGIES



Opex G&A Margin Conversion



Revenue Leasing and Mall & Media Synergies



Financial Potential financial expenses savings to be captured



Digital Relevant value to be unlocked with digital initiatives, with scale playing a key role

Two Top
Notch
Consultancy
Firms
Validating
Deal Synergies



MAIN TRANSACTION TERMS

Price and Consideration

- Combination of a cash payment of R\$ 1,250 million and 55.13% of the combined company's capital stock

Governance

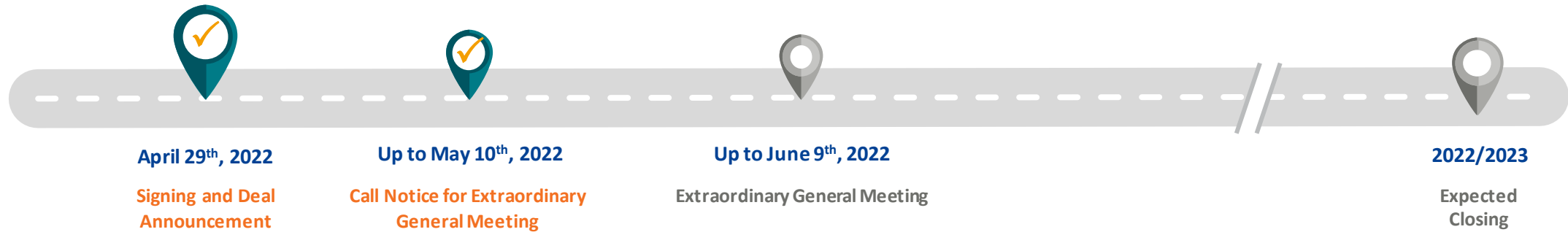
- Company listed among the **highest tier of corporate governance within B3 (Novo Mercado), with strong support from long-term, strategic shareholders**
- Board of Directors composed by nine members, **with a majority of independent members**
 - Two members appointed by BRML
 - Four members appointed by ALSO
 - Three independent members
- Companies to elaborate a retention plan to align and motivate management
- Change in corporate bylaws to reduce current poison pill trigger from 30% to 25%

Timing and Approvals

Transaction is subject to

- Approval by the both companies' Extraordinary General Meetings
- Approval by antitrust authority (*Conselho Administrativo de Defesa Econômica – CADE*)

NEXT STEPS



- Approval of the Protocol and Justification of Merger by the Board of Directors of both Companies
- Signing of the Protocol and Justification of Merger by the Executive Directors of both Companies
- Extraordinary General Meetings Approvals (BRML & ALSO)
- Antitrust Council (CADE)
- Closing