



## AREZZO INDÚSTRIA E COMÉRCIO S.A.

Publicly-Held Company  
CNPJ/MF nº 16.590.234/0001-76  
NIRE nº 31.300.025.91-8

### MATERIAL FACT

**AREZZO INDÚSTRIA E COMÉRCIO S.A.** (B3 Ticker: ARZZ33) (the “**Company**”), pursuant to Section 157, §4° of Law No. 6,404, dated December 15, 1976, as amended, and the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) (“**CVM**”) Resolution No. 44, dated August 23, 2021, and CVM Instruction No. 476, dated January 16, 2009, as amended, hereby informs its shareholders and the market that the members of the Board of Directors of the Company at meeting held on February 3, 2022 approved the pricing of a primary offering (the “**Offering**”), in accordance with CVM Rule 476, of 10,125,000 newly issued common shares of the Company (the “**Shares**”), at the offering price set for the Offering. The Company’s Board of Directors set the price per Share at R\$82.35 (the “**Price per Share**”) following the conclusion of the bookbuilding process and approved an increase of the Company’s capital stock to R\$1,645 million divided into 109,796,219 shares.

The Offering was directed to (i) no more than 75 professional investors in Brazil, (ii) qualified institutional buyers (as defined under Rule 144A under the United States Securities Act of 1933, as amended, or the “**Securities Act**”) in the United States and (iii) outside of the United States and Brazil, to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act).

**The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) is expected to occur on February 7, 2022, and the settlement of the Offering is expected to occur on February 8, 2022.**

**The Offering has not been and will not be registered under the Securities Act, or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless pursuant to a registration statement or in transactions exempt from, or not subject to, the registration requirements of the Securities Act.**

In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Offering, a priority right was given to existing shareholders of the Company to subscribe for up to all of the Shares placed through the Offering *pro rata* to their shareholdings in the Company’s capital (“**Priority Offering**”). Therefore, all of the Shares offered in the Offering were offered to existing shareholders of the Company before any other investors.

**The Priority Offering of Shares which occurred in Brazil concurrently with the Offering has not been and will not be registered under the Securities Act or under any U.S. state securities laws.**

**Accordingly, the Priority Offering was only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.**

This material fact notice is disclosed for informative purpose only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

If you would like to receive a free translation of the full Portuguese-language *fato relevante* and are able to certify that you are a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act) to the reasonable satisfaction of the Company, please contact the Company's Investors Relations Department or at the Company's website at <http://ri.arezzoco.com.br/>.

The Company will keep its shareholders and the market in general informed about the progress of the Offering through the disclosure of Notices to the Market or Material Facts on the following web pages: CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), B3 ([www.b3.com.br](http://www.b3.com.br)) and Company (<http://ri.arezzoco.com.br/>).

São Paulo, February 3, 2022

**AREZZO INDÚSTRIA E COMÉRCIO S.A.**

Rafael Sachete da Silva

Corporate Vice President, Chief Financial Officer and Investor Relations Officer