



## ULTRAPAR PARTICIPAÇÕES S.A.

**Ultrapar signs agreement to sell Extrafarma**

05.18.2021

### ▶ Forward-looking statements

- This document may include “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Investors are cautioned that such forward-looking statements are based on current expectations that are subject to risks and uncertainties that could cause actual results or outcomes to differ materially from those indicated by such forward-looking statements. For this reason, readers should not place undue emphasis on these forward-looking statements.

### ▶ Material notice

- This material notice should not be construed as an offer to sell or solicitation of an offer to purchase securities issued by Ultrapar or Extrafarma, or an offer, solicitation or sale of securities issued by Ultrapar or Extrafarma in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.
- The right of first refusal in relation to the shares issued by Extrafarma has not been, and will not be, registered under the Securities Act of 1933, as amended (“Securities Act”) or any other U.S. federal or state securities laws, and such securities may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. persons, unless such offer or sale is exempt from, or not subject to, registration under the Securities Act and any applicable securities laws of the states of the United States.

## Strategic rationale for the divestment

- ▶ **Unique platform** to capture opportunities in the **downstream oil and gas chain** in Brazil
  - Companies with scale and structural advantages – Ultragaz, Ultracargo and Ipiranga
  - Resumption of economic growth
  - Privatizations / refining
  - Opening of the natural gas market
  - Energy transition
- ▶ Building of a **more complementary and synergistic portfolio**
- ▶ First concrete step: **sale of Extrafarma**
  - Additional benefits: greater management focus and leverage reduction
- ▶ Extrafarma's growth and value potential is greater for **shareholders with scale** and **focused on the retail pharmacy sector**



## Transaction structure

- ▶ **Buying company:** Pague Menos (B3: PGMN3)
- ▶ **Enterprise value:** R\$ 700 million, subject to adjustments due to changes in working capital and debt
- ▶ **Payment method:** 50% to be paid on the closing date, 25% on each the first and the second anniversary
- ▶ **Extrafarma and Pague Menos will maintain their regular course of business on an independent manner until the closing of the transaction**
- ▶ **Main precedent conditions:**
  - Approval by regulatory bodies
  - Approval by the General Shareholders' Meeting of Pague Menos
  - Completion of procedures for the preemptive rights of Ultrapar's shareholders

## Preemptive rights of Ultrapar's shareholders

- ▶ Right provided in article 253 of the Brazilian Corporate Law – acquisition of Extrafarma in 2014 through merger of shares
- ▶ Ultrapar will grant **preemptive rights** to its shareholders who wish to acquire Extrafarma's shares
  - The right will be proportional to their respective participation in Ultrapar's capital stock
  - Price will be the same as offered by the buyer
- ▶ **EGM:** to be called within 15 days to **formalize the offering of the preemptive rights**
  - Shareholders' meeting with no deliberation
- ▶ The shareholders of Ultrapar that exercise such right will become **direct shareholders of Extrafarma, a privately held company with no liquidity**
- ▶ The **payment of the shares** will be made immediately after the exercise of the preemptive rights
- ▶ A personal guarantee will be provided by the controlling shareholder of Pague Menos for the last two installments
- ▶ The **transfer of the shares' ownership** will occur only **after the closing of the transaction**