



JSL S.A.

Authorized Publicly Held Company
Corporate Taxpayer's ID (CNPJ/ME): 52.548.435/0001-79
Company Registry (NIRE): 35.300.362.683

JSL S.A. ("Company"), in compliance with the provisions of §4 of art. 157 of Law 6,404/76, as amended ("Lei das SA"), in CVM Resolution 44/21 and CVM Instruction 565/15 ("ICVM 565"), hereby informs its shareholders and the market in general that, on this date, the "Protocol and Justification of the Merger of Fadel Holding SA by JSL SA" was signed ("Fadel Holding Protocol") and the "Protocol and Justification of the Merger of Moreno Holding Ltda. by JSL S.A.." ("Moreno Holding Protocol" and, together with the Fadel Holding Protocol, the "Protocols"), with the purpose of determining the terms and conditions of a possible corporate reorganization involving the Company, comprising (i) incorporation, by the Company, of its subsidiary Fadel Holding SA, a corporation headquartered in the city of Tatuí, State of São Paulo, at Av. Virgílio de Montezzo Filho, No. 1934, Sala 01, registered with the CNPJ/ME under No. 29.057.237/0001-90, with its articles of incorporation registered with the Commercial Registry of the State of São Paulo (JUCESP) under NIRE 35.300.558,243 ("Fadel Holding" "Fadel Holding Merger"); (ii) the merger, by the Company, of its subsidiary Moreno Holding Ltda., a limited liability company, headquartered in the city of São José dos Pinhais, State of Paraná, at Rua Vanderlei Moreno nº 10.000, Roseira de São Sebastião, CEP 83.070-245, registered with the CNPJ/ME under No. 21.705.904/0001-92, with its articles of incorporation registered with the Commercial Registry of the State of Paraná (JUCEPAR) under NIRE 41.208.007.494 ("Moreno Holding" "Incorporation Moreno Holding" and, together with Fadel Holding and Fadel Holding Incorporation, the "Mergers" and the "Merged").

The Mergers and other measures related to them will be opportunely submitted to the decision of the Company's shareholders at an Extraordinary General Meeting ("EGM") to be called pursuant to the applicable legislation.

Below is the information relating to the Mergers, as provided for in Annex 3 of ICVM 565:

1. COMPANIES INVOLVED IN THE OPERATION AND IT'S ACTIVITIES

1.1. JSL

(a) Identification. JSL SA, category A publicly-held company headquartered in the city of São Paulo, State of São Paulo, at Rua Dr. Renato Paes de Barros, nº 1.017, Conjunto 92, Edifício Corporate Park, Itaim Bibi, CEP 04530-001, registered with the CNPJ /ME under No. 52.548.435/0001-79.

(b) Activities. JSL's main activities are (i) the road transport of cargo, including, but not limited to, hygiene products, cosmetics, perfumes, health, medicines and pharmaceutical and/or pharmachemical inputs, including those subject to special control, household cleaning products, materials and biologicals, and food in general and for passengers, at the municipal, state, federal and international levels; cargo storage; transport between aircraft and airport terminals, handling and movement in airport terminals and transshipment areas, as well as the placement, storage and removal of cargo, luggage, mail and other items on aircraft; displacement of aircraft between points in the operational area through the use of towing vehicles (aircraft towing); surface transport to meet the needs of transporting passengers and

crew between aircraft and airport terminals; exploration of customs clearance and public bonded warehouse; provision of specialized escort services for its own and third-party vehicles used in the transport of indivisible and excess loads in weight or dimensions and others that, due to their danger, depend on authorization and escort in transport; port operations in accordance with law 8.630/93; monitoring of security systems; storage of cargo destined for export; charter and surface tourist transport; logistics; operation of road terminals; operation and maintenance of vehicle parking; trailer, yard and vehicle parking; operation and maintenance of landfills and incineration of garbage and waste in general; collection and transportation of household, commercial or industrial waste and hazardous and non-hazardous products, including, without limitation, biological and industrial waste; public cleaning in streets, public places and properties in general, public or private (land, buildings, etc., including sweeping, manual, mechanical and chemical weeding, mowing, pruning and extraction of trees, execution and conservation of green areas, cleaning and maintenance of manholes, streams, rivers and canals); provision of mechanized and/or manual services of agricultural and forestry nature in rural properties; operation and exploration of toll roads on highways; conservation, maintenance and implementation of highways; civil construction in general; water supply and basic sanitation (collection and treatment of sewage and industrial effluents); metering and charging for water supply, sewage collection and treatment services performed by third parties; as well as (ii) the rental of vehicles, machinery and equipment of any nature; (iii) trade in plastic containers, plastic paper bins; commercialization (purchase and sale) of light and heavy vehicles, new and used machinery and equipment in general; provision of fleet management, management and maintenance services (preventive and corrective), including machinery and equipment; intermediation of businesses, contracts and chattels; (iv) sale, including import and export of new and used vehicles (passenger cars, trucks, buses, vans, commercial vehicles and tractors), parts and accessories, machines, stationary engines and generators; provision of mechanical workshop, bodywork and painting services; administration and formation of consortia for the acquisition of durable movable goods; provision of intermediation services for: sale of insurance contracts by specialized companies, sale of financial contracts by specialized companies, sale of consortium contracts promoted by specialized companies, contracting of broker services, and sale of vehicles, parts and accessories directly by manufacturers; administration and brokerage of insurance in the basic lines, life insurance, health insurance, capitalization and pension plans; (v) activities aimed at packaging and oiling, for transporting third-party products, and may also, (vi) participate in other companies, as a partner or shareholder, including financial institutions and other institutions authorized to operate by the Central Bank of Brazil.

1.2 FADEL HOLDING

(a) Identification. Fadel Holding S.A., corporation, headquartered in the city of Tatuí, State of São Paulo, at Av. Virgílio de Montezzo Filho, nº 1934, room 01, registered with the CNPJ/ME under nº 29.057.237/0001-90.

(b) Activities. Fadel Holding's main activity is to participate in the share capital of other companies, including investment funds, with any object in Brazil or abroad.

1.3 MORENO HOLDING

(a) Identification. Moreno Holding Ltda., limited liability company, headquartered in the city of São José dos Pinhais, State of Paraná, at Rua Vanderlei Moreno nº 10.000, Roseira de São Sebastião, CEP 83.070-245.

(b) Activities. Moreno Holding's main activities are the administration and management of equity interests and the purchase and sale of equity, participation in the capital of other companies as a partner or shareholder, and may also carry out advisory or consulting activities in the administrative, financial, commercial, operational areas and technical organization for its subsidiaries, affiliates and interconnected.

2. DESCRIPTION AND PURPOSE OF THE OPERATION

2.1. Description.

The Mergers will consist of **(i)** the merger of Fadel Holding by JSL and the consequent extinction of Fadel Holding, with succession of all its assets, rights and obligations by JSL, pursuant to arts. 224 to 227 of the Corporate Law and the Fadel Holding Protocol; and **(ii)** the merger of Moreno Holding by JSL and consequent extinction of Moreno Holding, with succession of all its assets, rights and obligations by JSL, pursuant to arts. 224 to 227 of the Corporate Law and the Moreno Holding Protocol.

With the Mergers, JSL will not have its share capital altered, given that JSL holds all shares issued by Fadel Holding and all the quotas issued by Moreno Holding and that the Mergers will not result in the issue of new shares by JSL.

The Mergers will also not imply any modification of the rights currently attributed to JSL's shareholders, given that its Bylaws will not undergo any changes as a result of the Mergers.

The consummation of the Mergers is subject to the applicable corporate approvals and, if approved at the EGM, at the extraordinary general meeting of Fadel Holding and with the resolution of the sole partner of Moreno Holding, they will be effective from 12/31/2021.

2.2. Purpose of the Operation.

JSL considers that, as the Merged Companies are from the same economic group, the Mergers will lead to operational simplification, with a reduction in the costs incurred by the operations and activities carried out by the Company.

3. MAIN BENEFITS, COSTS AND RISKS OF THE REORGANIZATION

3.1. Main Benefits

Management of all companies involved believe that the Merger will provide administrative and economic benefits for the Company's shareholders, with operational simplification and a reduction in the costs incurred by the operations and activities carried out by the Company.

3.2. Costs

The Company estimates that the costs of carrying out the Mergers will be approximately R\$ 130,000.00, including the expenses with publications, auditors, appraisers, lawyers and other professionals hired to advise on the Mergers and this amount will not necessarily be consummated in its completeness.

3.3. Reorganization Risks.

The Company does not foresee any relevant risks for the implementation of the Mergers, in addition to those usually incident to the daily activities of the companies involved and compatible with their sizes and operations.

The risk factors relating to the activities of the Merged Companies are already reflected in the Company's Reference Form, since the Company holds all the shares and quotas issued by the Merged Companies.

4. SHARE EXCHANGE RATIO

Considering that the Company owns all the shares issued by Fadel Holding and all the quotas of Moreno Holding and that the Mergers will not result in the issue of shares by the Company, the Mergers will not have a share exchange ratio, being only all shares issued by Fadel Holding and all quotas issued by Moreno Holding are extinguished.

5. CRITERIA FOR FIXING THE EXCHANGE RATIO

Not applicable, as there will be no exchange ratio, as per item 4 above.

6. MAIN ASSETS AND LIABILITIES THAT WILL MAKE UP EACH PORTION OF THE EQUITY IN THE EVENT OF A SCISSION.

Not applicable, as it is not a scission.

7. SUBMISSION OF THE MERGER FOR APPROVAL BY BRAZILIAN OR FOREIGN AUTHORITIES

The Mergers are not subject to approval by Brazilian or foreign authorities.

8. EXCHANGE RATIO CALCULATED IN ACCORDANCE WITH ART. 264 OF THE "S.A LAW"

Not applicable, as there will be no exchange, as per item 4 above.

9. WITHDRAWAL RIGHT AND REFUND VALUE

There will be no right of withdrawal to the Company's shareholders who dissent or abstain from the EGM. The provisions relating to the right of withdrawal do not apply to Fadel Holding or Moreno Holding, since the Mergers will be resolved by the sole shareholder or sole shareholder of the Merged Companies, as the case may be.

10. OTHER RELEVANT INFORMATION

- **10.1. Corporate Approvals**

The realization of the Reorganization will depend on the respective corporate approvals, all of which are interdependent, by the Company's shareholders, by the sole shareholder of Fadel Holding and the sole

shareholder of Moreno Holding.

10.2. Other Comments

The Company reinforces that the operating companies currently controlled by Fadel Holding S.A. and Moreno Holding Ltda. will not be part of the Mergers and will continue their activities independently with the dedicated management team and customers and suppliers should not expect any change in the day-by-day operations.

10.3. Provision of Documents

The documents relating to the Mergers will be made available in due course in accordance with the applicable legislation and deadlines and may be consulted at the Company's headquarters. Such documents will also be available on the CVM (www.gov.br/cvm), B3 (www.b3.com.br) and JSL Investor Relations (ri.jsl.com.br) websites. For further clarification, please contact the investor relations areas of the companies.

São Paulo, December 10, 2021.

Guilherme de Andrade Fonseca Sampaio

Chief Financial and
Investor Relations Officer