



KALUNGA S.A.

Public Company

CNPJ/ME No: 43.283.811/0001-50

NIRE No: 35.300.558.120

CVM Code: 2563-1

ISIN: "BRKALUACNOR9"

Trading Symbol for Shares on the B3: "KALU3"

MATERIAL FACT

KALUNGA S.A. (the "**Company**"), in the process of listing in the differentiated corporate governance segment of B3 SA - Brasil, Bolsa, Balcão (the "**B3**") called Novo Mercado, in compliance with the provisions of the Instruction No. 358, of January 3, 2002, as amended, of the *Comissão de Valores Mobiliários* (Securities and Exchange Commission) (the "**CVM**") and of Article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended, informs its shareholders and the market in general that the Company has engaged certain financial institutions in Brazil and certain of their respective affiliates outside of Brazil, for rendering financial advisory services within the scope of a potential transaction to raise funds through an initial public offering of common, registered, book-entry shares, without par value, issued by the Company, all free from any liens or encumbrances (the "**Shares**" and the "**Potential Offer**", respectively).

It is noteworthy that, to date, the Company has not defined or approved the conduct and consummation of the Potential Offer, its terms and conditions, or any other possible transactions involving the issuance of Shares and, therefore, as of the date hereof, no offer or distribution is being made of securities of the Company in Brazil, the United States of America (the "**United States**") or in any other jurisdiction. The conduct and consummation of the Potential Offer is also subject to conditions in the Brazilian and international capital markets, subject to favorable political and macroeconomic conditions, subject to the interest of investors and the Company's corporate approvals and subject to the regulatory procedures in connection with the conduct and consummation of public offers, among other factors beyond the control of the Company. In the event that the Potential Offer is conducted, the Potential Offer will be conducted in accordance with applicable laws and regulations.

It is noteworthy that this Material Fact is not intended to be published or distributed, directly or indirectly, in the United States, or in any other jurisdiction outside Brazil, and is exclusively informative, in accordance with the legislation and regulations in force in Brazil, and should not, under any circumstances, be considered and/or interpreted as, nor does it constitute, an investment recommendation or an offer to sell, or a solicitation or an offer to buy any securities issued by the Company, including the Shares, in Brazil, in United States or in any other jurisdiction.

The securities mentioned in this Material Fact have not been and will not be registered under the terms of the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any other securities laws, and must not be offered or sold in the United States without registration under the Securities Act or without an exemption from the registration requirements of the Securities Act.

Any information contained herein must not be communicated, transmitted, disclosed, distributed, or disseminated in the United States. It should also be noted that no communication should be distributed, directly or indirectly, nor should any securities be offered or sold in any state or jurisdiction, including in Brazil or the United States, in which the distribution, offer, solicitation or sale of such security is contrary to law or regulation prior to registration or compliance with the securities laws of that state or jurisdiction, and that any public offering of the Shares will be conducted in accordance with applicable laws and regulations.

The Company will keep its shareholders and the market informed, in line with the best corporate governance practices and in compliance with the legislation in force, about any relevant updates in relation to the matters dealt with in this Material Fact through its usual channels for the disclosure of periodic information, and an such disclosure can also be obtained through the CVM website (www.gov.br/cvm/pt-br), B3 (www.b3.com.br) and the website of the Company (<https://ri.kalunga.com.br/>).

São Paulo, April 5, 2021.

KALUNGA S.A.

Felipe de Albuquerque Campos

Investor Relations Director