

GP INVESTMENTS, LTD.

MATERIAL FACT

GP Investments, Ltd., a company headquartered at 16 Burnaby Street, Hamilton, HM 11, Bermuda (“GP”), whose Class A shares are traded on B3 S.A. - Brasil, Bolsa, Balcão (“B3”) in the form of Brazilian Depositary Receipts (“BDRs”), in addition to the Material Fact disclosed on January 13, 2023, hereby informs that its subsidiary, Slabs Investimentos Ltda. (“Offeror”), launched on this date a Voluntary Tender Offer (“Offer”) to acquire shares of BR Properties S.A. (“BR Properties”), aiming to acquire up to 100% of the total and voting capital stock of BR Properties (“Shares”), as described in the announcement of the Offer (“Announcement”) published on GP’s website, at the following link: <http://www.gp-investments.com/investor-relations/>. Below, the main information about the Offer.

Banco BTG Pactual S.A., through BTG Pactual Corretora de Títulos e Valor Mobiliários S.A. (“Broker”), will act as the intermediary institution pursuant to CVM Resolution 85/22 and as described in the Announcement. This Offer shall be carried out with the unconditional acceptance of BR Properties’ shareholders, which are qualified in accordance with the Announcement, provided that the minimum volume of 61.426% of BR Properties’ total and voting capital stock (“Minimum Percentage of Shares”) and the maximum volume of 100% of BR Properties’ total and voting capital stock are met.

The Offeror shall pay the amount of R\$64.00 per Share (“Price per Share”), which (i) already contemplates the reverse split of shares issued by BR Properties and the effects of BR Properties’ capital reduction in the amount of R\$2,510,809,856.20 (two billion, five hundred ten million, eight hundred nine thousand, eight hundred fifty-six reais and twenty cents), equivalent to approximately R\$216.247567887586 per share, as approved at the extraordinary general meeting of BR Properties held on January 24, 2023, and (ii) may be adjusted in the events set forth in the Announcement. The Price per Share represents a premium of approximately 158% of the closing price of the shares as of March 9, 2023. The payment of the Price per Share within the scope of the Offer will be made in cash, in Brazilian currency, on April 13, 2023 (“Settlement Date”).

The execution and completion of the Offer are subject to the fulfillment or non-fulfillment, as the case may be, of certain conditions set forth in the Announcement, including the unconditional acceptance of the Offer by BR Properties’ shareholders that account for at least the Minimum Percentage of Shares and the effective acquisition by the Offeror of such shares.

From the present date until 10:00 a.m. (Brasília time) on April 10, 2023 (the “Auction Date”), the shareholders of BR Properties who wish to qualify to participate in the auction shall instruct the Brokerage Firm or any other entity authorized to operate in the B3 Electronic Trading System to represent them in the auction.

The present Offer shall remain valid as of the present date and until the Auction Date.

March 10, 2023

Rodrigo Boscolo
Chief Financial and Investor Relations Officer