

## **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 published on March 10, 2023, related to the voluntary tender offer (“Tender Offer”) for the acquisition of shares of BR Properties S.A. (“BR Properties”), whose announcement was published on March 10, 2023 and amended on March 21, 2023 (“Announcement”), and whose offeror is Slabs Investimentos Ltda., a company controlled by GP (“Offeror”), announces that:

- (i) the Offer was successfully concluded and the Offeror acquired, at the Offer auction held on this date, 10,419,613 (ten million, four hundred and nineteen thousand, six hundred and thirteen) common shares issued by BR Properties, corresponding to 89.74% (eighty-nine point four percent) of its capital stock. These shares were acquired for the unit price of R\$64.00 (sixty-four reais), totaling a price of R\$666,855,232.00 (six hundred and sixty-six million, eight hundred and fifty-five thousand, two hundred and thirty-two reais);
- (ii) the Offeror, who did not hold BR Properties shares prior to the conclusion of the Offer, becomes the holder of a total of 10,419,613 (ten million, four hundred and nineteen thousand, six hundred and thirteen) common shares issued by BR Properties, corresponding to 89.74% (eighty-nine point four percent) of its capital stock;
- (iii) the Offer will be settled on April 13, 2023.

Shareholders who have not participated in the Offer auction and wish to sell their shares to the Offeror may do so within the 30-day period following the auction, i.e., from April 11, 2023, to May 10, 2023, under the terms outlined in item 2.4.2 of the Announcement.

BR Properties is one of the leading commercial real estate investment companies in Brazil. In 2022, the company posted net revenues of R\$297.5 million and Adjusted EBITDA of R\$167.1 million (Adjusted EBITDA margin of 56%). BR Properties’ portfolio currently consists of 5 logistics warehouses with a total gross leasable area (“GLA”) of 260 thousand m<sup>2</sup>, as well as three landbanks with a potential GLA of 65 thousand m<sup>2</sup>.

April 10, 2023

**Rodrigo Boscolo**

Chief Financial and Investor Relations Officer