



**ALPARGATAS S.A.**

Publicly-held corporation

CNPJ/MF 61.079.117/0001-05

NIRE 35.300.025.270

**MATERIAL FACT**

**ALPARGATAS S.A.** ("Company"), in compliance with applicable regulations, and in particular CVM Resolutions 44/2021 and 85/2022, hereby informs its shareholders and the market in general that the Company received, on May 19, 2023, after market closing, a letter from MS Alpa Participações Ltda. ("Offeror"), in which the Offeror informs that it decided to make a voluntary public offer, under CVM Resolution 85/2022, to purchase part of the free-floating preferred shares issued by the Company ("Offer").

The Offeror is controlled by the current controlling shareholder of Cambuhy Alpa Holding Ltda. and Alpa Fundo de Investimento em Ações, who are part of the Company's controlling shareholders group.

The Offer, which is not associated with any direct action by the Company or its executives and is described in the relevant Offer Notice (entered into between the Offeror and Banco Itaú BBA S.A., as an intermediary for the Offer), contains the following main conditions:

- 1) The Offeror is willing to purchase up to 32,000,000 (thirty-two million) free-floating preferred shares issued by the Company, for the price of R\$ 10.50 (ten Reais and fifty cents) per share. Such price amounts to a premium of approximately (a) 17.2% of the closing market price for the shares on May 19, 2023, which was the business day immediately prior to the date of publication of the Offer Notice, (b) 27.7% of the weighted average price for the shares for the 30-day time period immediately preceding the publication of the Offer Notice, and (c) 26.0% of the weighted average price for the shares for the 90-day time period immediately preceding the publication of the Offer Notice. The Offer Notice provides conditions for adjustment of the price and quantity of shares contemplated by the Offer, as well as conditions for the effectiveness thereof.
- 2) The Offer is valid for 30 days from May 23, 2023 (the first business day after publication of the Offer Notice), and it shall expire on June 21, 2023 (the date of the auction).

The Offeror informed in its letter that it obtained the necessary approvals for placing the Offer, including approval by B3. The Offeror also clarified that the Offer is not subject to registration before the CVM since it is a voluntary public offer for the purchase of shares, and informed that the Offer will not lead to the cancellation of the Company's registration as a category "A" issuer, its conversion to category "B" or its exit from the Level 1 listing segment.

As also informed by the Offeror, the Offer aims to increase MS Group's participation in the Company's preferred shares through conditions which ensure that the shareholder offerees receive equitable treatment, by supplying them with the information needed for an informed, well-considered, and independent decision on the Offer.

In compliance with Resolution CVM 85/2022, the Company is publicizing, together with this Material Fact, the Offer Notice and the appraisal report issued by Apsis Consultoria Empresarial Ltda. at Offeror's request.

The above-mentioned documents are available at the Company's website (<https://ri.alpargatas.com.br>). The Offer Notice and other documents pertaining to the Offer will also be available at the websites of Banco Itaú BBA S.A. (<https://www.italy.com.br/italyba-pt/ofertas-publicas>), Comissão de Valores Mobiliários (<https://www.gov.br/cvm/pt-br>) and B3 (<https://www.b3.com.br/pt-br>), as detailed in Articles 9.1 and 9.2 of the Offer Notice.

This Material Fact is solely intended for informational purposes, as required under applicable law, and does not constitute an offer, invitation, or request for an offer by the Company.

São Paulo, May 22, 2023.

**André Corrêa Natal**

Vice President, Finance and Investor Relations