



**PET CENTER COMÉRCIO E PARTICIPAÇÕES S.A.**

*Publicly Held Company*

Corporate Taxpayer Registration (CNPJ) No. 18.328.118/0001-09  
NIRE (Commercial Registry Number) 35.300.453.824 | CVM No. 02508-9

**MATERIAL FACT**

**Pet Center Comércio e Participações S.A.** (“Company”), in compliance with article 157, paragraph 4, of Law No. 6.404, of 1976, as amended (“Brazilian Corporate Law”) and with CVM Resolution 44, of 2021 (“Resolution 44”), in addition to the material facts disclosed on January 26<sup>th</sup> and March 25<sup>th</sup>, 2022, and considering the Annual and Extraordinary General Shareholders Meeting to be held on April 26<sup>th</sup>, 2022 (“GSM”), hereby informs its shareholders and the market in general, in the form of Annex A hereto, the information required by article 3 of CVM Instruction No. 565 regarding the merger of shares issued by Selected Participações S.A. (CNPJ 29.163.494/0001-07 – “Petix”) by the Company (“Merger of Shares”).

The documents related to the GSM, including the Management Proposal, the Protocol of Merger and Justification and the Appraisal Report of the book value of Petix equity related to the Merger of Shares, are available to the Shareholders since March 26<sup>th</sup>, 2022, at the Company’s headquarters address, in the city of São Paulo, State of São Paulo, in Rua Guarantã, No. 555/587, Office 1, Pari, Zip Code 03035-050, and on the Company’s websites (<https://ri.petz.com.br/>), CVM (<http://www.gov.br/cvm>) and “B3 S.A. – Brasil, Bolsa, Balcão (B3)” (<http://www.b3.com.br/>), on the world wide web.

São Paulo, April 1<sup>st</sup>, 2022

**Aline Ferreira Penna Peli**

Chief Financial and Investor Relations Officer

## **ANNEX A**

Main terms and conditions of the Merger of Shares.

### **1. Identification of the companies involved in the Transaction and brief description of the activities performed by them.**

#### **1.1. Company.**

##### **1.1.1. *Company Identification.***

The Company is a corporation, headquartered in the city of São Paulo, State of São Paulo, at Rua Guarantã, No. 555/587, Office 1, Pari, Zip Code 03035-050, enrolled with the in the Corporate Taxpayer Registration (“CNPJ”) No. 18.328.118/0001-09, registered in Brazilian Securities Commission as a category “A” publicly held company under the code 25089.

##### **1.1.2. *Company’s mains activities description.***

The Company’s corporate purpose is: (i) import, export and trade (including via internet e-commerce) of articles for animals, animal feed, accessories, veterinary products, pet products, medicines and other pharmaceutical and agricultural products in general, products for human consumption, swimming pool articles, nautical hunting and fishing; (ii) import, export and trade (including via internet e-commerce) of birds, mammals, live aquatic animals, exotic animals, plants, flowers, seeds; (iii) 24-hour veterinary hospital, with consulting services, veterinary clinic, examinations, hospitalization, surgeries and other characteristic procedures, provision of bathing and grooming services for domestic animals; (iv) hotel services provision, accommodation, day care for domestic animals; (v) the administration and provision of health plans for pets; (vi) the provision of veterinary accessory services in general, such as home care, teleservice and medical records in general; (vii) provision of parking services in general; (viii) retail trade of food products in general or specialized in food products not previously specified; (ix) beverage retail; (x) intermediation and agency activities for services and business in general, except real estate; (xi) other service activities provided mainly to companies not previously specified and (xii) participation in other companies, national or foreign, as a partner, shareholder or quotaholder; in terms of its corporate purpose.

#### **1.2. Petix**

##### **1.2.1. *Petix identification.***

Petix is a closely held company, headquartered in the City of São Paulo, State of São Paulo, in Rua Fiação da Saúde, 145, Office 112-B, Paineiras Building, Vila da Saúde, ZIP Code 04144-902, under the Corporate Taxpayer Registration No. 29.163.494/0001-07.

#### *1.2.2. Description of Petix's main activities*

Petix's corporate purpose is (i) participation in other companies; and (ii) the acquisition, administration and leasing of its own assets, but not for real estate, constitutive and/or incorporation purposes.

Currently, Petix develops its activities primarily through its subsidiaries (i) Petix Indústria, Comércio, Importação e Exportação de Produtos Gerais para Animais Domésticos Ltda. ("Petix Brasil") (Corporate Taxpayer Registration No. 09.134.070/0003-79), the company that develops the operational activities in Brazil, and (ii) Petix Company ("Petix Company"), the company that develops the operational activities in the United States.

Petix Brasil's corporate purpose is the industrialization, commercialization, commercial representation and export of hygienic products for domestic animals, the import, export, commercial representation, distribution and sale of food for animal use, accessories and goods in general for animal use.

Petix Company, in its turn, is a foreign limited liability company, headquartered in the State of Delaware, United States of America, at 3411 Silverside Road, Rodney Building # 104, Wilmington, New Castle County, 19810, whose business is the resale of products produced and marketed by Petix Brasil.

## **2. Transaction purpose and description**

The transaction consists of a Merger of Shares of Petix by the Company, with the delivery of new registered common shares, with no par value issued by the Company, subscribed by the management of Petix on behalf of its shareholders and paid in by means of the company's net worth, pursuant to article 252 of the Corporate Law

The Merger of Shares is part of the context of the transaction ("Transaction") whereby, provided that certain conditions precedent are met or waived, as the case may be, including the approval by the GSM and by the Brazilian Antitrust (Enforcement) Agency – CADE, will take place: (i) the acquisition, by the Company, through purchase and sale, of shares issued by Petix representing 49% (forty-nine) percent of Petix's capital stock; (ii) the Merger of Shares.

Therefore, through the Merger of Shares, Petix will become a wholly-owned subsidiary of the Company.

### **3. Main benefits, costs and risks of the transaction**

#### **3.1. Benefits.**

Use of synergies: decrease in dependence on raw materials from abroad (imports), cost reduction by replacing current products (purchased from third parties – national or imported) by products of national own production (through Petix) and expansion of the portfolio of own-branded products.

Strategic advantages: (i) opportunity to nationalize the production of “slim” sanitary mats in Brazil, through investment in new machines and equipment, reducing dependence on external sourcing; (ii) sales of products exclusively developed by Petix for the Petz Group's own brands/channels; (iii) leveraging the B2B model with the distribution already established by Petix in order to increase the sale of Pet products; (iv) Increase the relationship and performance in the Pet market in the United States; (v) possibility of investing in new lines of hygiene products; and (vi) boost the relationship that Petix has with a vast network of opinion makers such as influencers, veterinarians, breeders, NGOs and trainers.

#### **3.2. Costs Estimates.**

We estimate that the total costs and expenses to carrying out and completing the Transaction, including the fees of legal advisors, evaluators and auditors and the costs for carrying out and publishing the corporate acts shall not exceed the amount of R\$ 1,500,000,00 (one million five hundred thousand BRL).

#### **3.3. Risks.**

The managements of the parties understand that the Transaction does not increase the Company's risk exposure and does not significantly impact the risk of shareholders, investors and interested third parties of the parties.

### **4. Share replacement ratio**

Upon completion of the Merger of Shares, Petix shareholders will receive 0.675102189 new registered common shares, with no par value issued by the Company for each common, nominative share with no par value issued by Petix held by them.

### **5. Criteria for fixing the replacement ratio**

The replacement ratio was freely negotiated between the parties' administrations. It results from dividing (a) the value per share of Petix, as assigned by the parties, by (b) the value per share of the Company, as negotiated by the parties.

### **6. Main assets and liabilities element that'll form each portion of equity, in the event of a spin-off**

Not applicable to the Transaction, as the proposed Transaction is not a spin-off.

**7. Whether the Transaction was or will be submitted for approval by Brazilian or foreign authorities**

The consummation of the Merger of Shares is subject to the approval by the Brazilian Antitrust (Enforcement) Agency – CADE.

**8. In transactions involving controlling companies, subsidiaries or companies under common control, the share exchange ratio is calculated in accordance with article 264 of the Brazilian Corporate Law**

Not applicable to the Transaction, given that Petix and the Company are not companies under common control.

**9. Applicability of the right of withdrawal and refund amount**

Under the terms of the agreement entered between the parties regarding the Transaction, all Petix shareholders are obligated to vote affirmatively for the approval of the Merger of Shares, so that there will be no dissenting shareholder from the deliberation of the Petix general meeting that approves it legitimized to exercise the right of withdrawal provided for in article 137 and in article 252, §2 of the Brazilian Corporate Law.

The Company's shareholders who doesn't approve the Merger of Shares will not be entitled to a right to withdraw from the Company, since the Company's shares meet the liquidity requirements (they are part of the theoretical portfolio of the Bovespa Index - Ibovespa) and dispersion requirements (the reference shareholder is the holder of less than half of the common shares), pursuant to article 252, § 1 and article 137, II, of the Brazilian Corporate Law.

**10. Other relevant information**

The documents related to the GSM, including the Management Proposal, the Protocol of Merger and Justification and the Appraisal Report of the book value of the shareholders' equity of Petix related to the Merger of Shares, are available to the Shareholders since March 26, 2022 at the address of the Company's headquarters, in the City of São Paulo, State of São Paulo, at Rua Guarantã, nº 555/587, Sala 1, Pari, CEP 03035-050, and on the Company's websites (<https://ri.petz.com.br/>) from CVM (<http://www.gov.br/cvm>) and from B3 SA – Brasil, Bolsa, Balcão (“B3”) (<http://www.b3.com.br/>), on the world wide web.

São Paulo, April 1<sup>st</sup>, 2022

**Aline Ferreira Penna Peli**

Chief Financial and Investors Relation Officer