



Publicly-Held Company

Corporate Taxpayer Registration (CNPJ) No.
10.285.590/0001-08
Commercial Registry Number (NIRE)
33.300.315.38-1 | CVM Code No. 2501-1



Publicly-Held Company

Corporate Taxpayer Registration (CNPJ) No.
16.590.234/0001-76
Commercial Registry Number (NIRE)
31.300.025.91-8 | CVM Code No. 2234-9

MATERIAL FACT

GRUPO DE MODA SOMA S.A. ("Grupo SOMA") and **AREZZO INDÚSTRIA E COMÉRCIO S.A. ("Arezzo&Co"** and, together with Grupo SOMA, the "**Companies**"), in compliance with the terms of Article 157, Paragraph 4 of Law No. 6.404, of 1976 ("**Brazilian Corporate Law**"), and CVM Resolution No. 44, of 2021, in continuity to the Material Facts disclosed on January 31st, 2024, February 5th, 2024, and May 18th, 2024, and the Notice to the Market disclosed on March 27th, 2024, , hereby inform as follows.

At the Extraordinary General Meetings of Grupo SOMA and Arezzo&Co, both held on this date, the merger of Grupo SOMA by Arezzo&Co ("**Merger**") was approved, among other matters, under the terms of the "Protocol and Justification for the Merger of Grupo de Moda SOMA S.A. by Arezzo Indústria e Comércio S.A.", executed by the management of the Companies on May 18th, 2024 ("**Protocol and Justification**").

The Extraordinary General Meeting of Arezzo&Co also decided on an amendment to the Arezzo&Co's bylaws and the change of Arezzo&Co's corporate name, which, once the Merger is completed, will become **Azzas 2154 S.A.**

With the implementation of the Merger, subject to any adjustments provided for in the Protocol and Justification, Grupo SOMA's shareholders will receive 0.120446593048 new common, registered, book-entry, and no par value shares issued by Arezzo&Co for each 1 common, registered, and no par value share of Grupo SOMA they hold on the closing date, subject to any adjustments under the Protocol and Justification, noting that the aforementioned exchange ratio may be subject to possible adjustments, as provided in the Protocol and Justification. Any fractions of Arezzo&Co shares resulting from the Merger will be consolidated into whole numbers to be subsequently sold in the spot market managed by B3 S.A. – Brasil, Bolsa, Balcão after the completion of the Merger and in accordance with a notice to be timely issued to Arezzo&Co shareholders.

Upon the consummation of the Meger, the share capital of Arezzo&Co will be increased by R\$ 578,953,615.18 (five hundred seventy-eight million, nine hundred fifty-three thousand, six hundred fifteen reais and eighteen cents), through the issuance of 94,520,147 (ninety-four

million, five hundred twenty thousand, one hundred forty-seven) new common, registered, book-entry, and no par value shares of Arezzo&Co, to be subscribed on behalf of Grupo SOMA shareholders in proportion to their respective stakes in Grupo SOMA at the time of the Merger, and subject to any adjustments in the number of shares issued, as provided in the Protocol and Justification. The remaining balance of the Grupo SOMA's net assets, in the amount of R\$ 5,210,582,536.62 (five billion, two hundred and ten million, five hundred and eighty-two thousand, five hundred and thirty-six reais and sixty-two cents) will be allocated to Arezzo&Co's capital reserve account.

The implementation of the Merger is subject to the verification (or waiver, as the case may be) of certain suspensive conditions ("**Suspensive Conditions**"), as provided in the Protocol and Justification and the "Association Agreement and Other Covenants" ("**Association Agreement**"), executed by shareholders of the Companies to regulate the terms and conditions applicable to the combination of the Companies' businesses and the unification of their respective shareholder bases ("**Transaction**"), including the implementation by Grupo SOMA of a preparatory reorganization for the Transaction to avoid any continuity of Grupo SOMA's activities (drop-down) and the election of new members of Arezzo&Co's Board of Directors, under the terms of the shareholders' agreement to be executed by the shareholders of the Companies who are signatories to the Association Agreement.

The effects of the resolutions of the Extraordinary General Meetings of the Companies regarding the Merger, including, in addition to the Merger itself, the change of the corporate name of Arezzo&Co, the increase in Arezzo&Co's share capital, and the amendment and consolidation of Arezzo&Co's bylaws, are subject to the verification (or waiver, as applicable) of the Suspensive Conditions, to be verified and declared by the Companies' Boards of Directors and timely disclosed to shareholders and the market.

Once the Merger is consummated, Grupo SOMA will be extinguished and will be succeeded by Arezzo&Co, universally, in all rights and obligations, without continuity disruption, and Grupo SOMA's shareholders will hold direct shares in Arezzo&Co.

It is clarified that, under Articles 136 and 137 of the Brazilian Corporate Law, the shareholders of Arezzo&Co will not be entitled to withdrawal rights resulting from the approval of the Merger. Similarly, the shareholders of Grupo SOMA will not be entitled to withdrawal rights resulting from the approval of the Merger, as Grupo SOMA shares meet the liquidity and dispersion requirements under Article 137, II of the Brazilian Corporate Law.

The relevant documents related to the Merger are available on the CVM (<https://www.gov.br/cvm/pt-br>), B3 (<http://www.b3.com.br>), Grupo SOMA (<https://www.somagrupo.com.br/investidores/>) and Arezzo&Co (<https://ri.arezzoco.com.br/>) websites.

Below is a schedule of the main upcoming events related to the Merger, noting that tentative dates are provided for events that are subject, as applicable, to the resolutions and confirmations of the Companies' Boards of Directors and the other actions required under the Protocol and Justification:

Date	Event
Up to 07/31/2024	Fulfillment of the Suspensive Conditions (including the drop-down of Grupo SOMA and the election of the new members of the Board of Directors of Arezzo&Co)
07/31/2024	Meetings of Arezzo&Co and Grupo SOMA Boards of Directors to confirm fulfillment/waiver of Suspensive Conditions
07/31/2024	Closing Date
07/31/2024	Last trading day of Grupo SOMA shares 01/08/2024 Start of trading of shares of Arezzo&Co under ticker AZZA3
08/05/2024	Credit of AZZA3 shares to Grupo SOMA shareholders as a result of the Merger

Rio de Janeiro/ Belo Horizonte, June 18th, 2024.

GABRIEL SILVA LOBO LEITE
Investor Relations Officer and Chief Financial
Officer

RAFAEL SACHETE DA SILVA
Corporate Vice-President, Chief Financial and
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