



Grupo de Moda SOMA S.A.
Avenida Pasteur, nº 154, Botafogo,
CEP 22290-240, Rio de Janeiro, RJ
CNPJ/ME nº 10.285.590/0001-08 – NIRE 33.3.0031538-1
Publicly Held Company – CVM Code nº 2501-1

MATERIAL FACT

Grupo de Moda SOMA S.A. (B3 Ticker: SOMA3) (the “**Company**”), pursuant to Section 157, §4° of Law No. 6,404, dated December 15, 1976, as amended, and the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) (“**CVM**”) Rule No. 358, dated January 3, 2002, as amended, and in addition to the information disclosed in the material fact dated July 9, 2021, hereby informs its shareholders and the market that the members of the Board of Directors of the Company at a meeting held on July 20, 2021, approved the pricing of a primary offering of common shares of the Company (the “**Restricted Offering**”), consisting of 46,012,270 newly issued common shares of the Company (the “**Shares**”) to be offered to no more than 75 professional investors in Brazil and to be subscribed/acquired by up to 50 professional investors in Brazil, to qualified institutional buyers (as defined under Rule 144A of the United States Securities Act of 1933, as amended (the “**Securities Act**”) in the United States and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S of the Securities Act).

The Company’s Board of Directors set the price per Share at R\$19.20 (the “**Price per Share**”) following the conclusion of the bookbuilding process and approved an increase of the Company’s capital stock to R\$2,501,321,419.00, divided into 527,614,940 shares.

The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – *Brasil, Bolsa, Balcão*) is expected to occur on July 22, 2021, and the settlement of the Offering is expected to occur on July 23, 2021.

The Restricted Offering has not been and will not be registered under the Securities Act, or any other U.S. federal or state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless pursuant to a registration statement or in transactions exempt from, or not subject to, the registration requirements of the Securities Act.

In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Restricted Offering, a priority right was given to existing shareholders of the Company to subscribe for up to all of the Shares placed through the Restricted Offering pro rata to their shareholdings in the Company’s capital (“**Priority Offering**”). Therefore, pursuant to the Priority Offering, all Shares were offered to all of the existing shareholders of the Company before any other investors.



The Priority Offering, which occurred in Brazil concurrently with the Restricted Offering, has not been and will not be registered under the Securities Act or under any U.S. state securities laws. Accordingly, the Priority Offering was only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.

This material fact notice is disclosed for informative purposes only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

Rio de Janeiro, July 20, 2021.

Grupo de Moda SOMA S.A.
Gabriel Silva Lobo Leite
Chief Financial and Investor Relations Officer