

**NOTICE OF  
THE CLASS B SHARES MEETING OF  
UNIGEL NETHERLANDS HOLDING CORPORATION B.V.**

**AND**

**THE MEETING OF DEPOSITARY RECEIPT HOLDERS OF  
STICHTING ADMINISTRATIEKANTOOR UNIGEL CREDITORS**

On Friday, 5 June 2026:

- a. at 16:00 Central European Summer Time ("**CEST**"), a class B shares meeting of Unigel Netherlands Holding Corporation B.V. (the "**Company**") will be held (the "**Class B Shares Meeting**"); and
- b. at 16:30 CEST, a meeting of holders of depositary receipts issued by Stichting Administratiekantoor Unigel Creditors ("**STAK**") for class B shares in the capital of the Company (the "**Depositary Receipts**") will be held (the "**Meeting of Depositary Receipt Holders**") and together with the Class B Shares Meeting, the "**Meetings**").

The Meetings will be held at the premises of Houthoff, Gustav Mahlerplein 50, 1082 MA Amsterdam, the Netherlands. The holders of class B shares in the capital of the Company (the "**Class B Shares**") and the holders, the "**Class B Shareholders**", the holders of Depositary Receipts (the "**DR Holders**") and other persons with meeting rights are cordially invited by the management board of the Company ("**Company Board**") and the board of STAK (the "**STAK Board**") to attend the Meetings.

**AGENDA CLASS B SHARES MEETING**

1. Opening of the meeting
2. Appointment of Mr. Kleber Barbas Falcão Filho as managing director B of the Company (*voting item*)
3. Appointment of Mr. Jocimar Lopes as managing director B of the Company (*voting item*)
4. Any other business
5. Closure

**AGENDA MEETING OF DEPOSITARY RECEIPT HOLDERS**

6. Opening of the meeting
7. Appointment of Mr. Kleber Barbas Falcão Filho as director of STAK (*voting item*)
8. Any other business
9. Closure

## EXPLANATORY NOTES

### Background of the Meetings

Since the filing for a judicial reorganization (*recuperação judicial*) in Brazil, the financial conditions of the Company and its subsidiaries (the "**Unigel Group**") have continued to deteriorate. A restructuring and cash injection were required to avoid a liquidity shortfall of Unigel Group companies.

Cigel Participações S.A., a joint-stock corporation (*sociedade anônima*) governed by the laws of Brazil ("**Cigel**") holding all class A shares in the capital of the Company, has negotiated a restructuring transaction with the Company and certain key creditors and stakeholders of the Unigel Group, including:

- a. a plan support agreement whereby the main terms and conditions for the restructuring of Unigel Group's debt were agreed upon (the "**Plan Support Agreement**"); and
  - b. a backstop agreement whereby Cigel and certain key creditors and stakeholders agreed to inject new funds into the Unigel Group (the "**Backstop Agreement**"),
- (the "**Restructuring**").

As part of the Restructuring, it has also been agreed that equity along with management of the Unigel Group is expected to be transferred to Cigel and that:

- Mr. Gregório Mario Charnas and Mr. Kofi William Bentsi-Enchill as managing directors B of the Company (the "**Managing Directors B**"); and
  - Mr. Kofi William Bentsi-Enchill as director of STAK,
- will be replaced with persons proposed by Cigel.

The current Managing Directors B, Mr. Charnas and Mr. Bentsi-Enchill, have resigned from their position as Managing Director B with effect from the moment that the Class B Shares Meeting shall have appointed two new Managing Directors B.

A current director of STAK, Mr. Bentsi-Enchill, has resigned from his position as director of STAK (the "**STAK Director**") with effect from the moment that the Meeting of Depositary Receipt Holders shall have appointed a new STAK Director.

Pursuant to articles 8.1.2 and 8.1.5 of the articles of association of the Company (the "**Company Articles**"), Managing Directors B are appointed by the Class B Shares Meeting upon a non-binding nomination by the Managing Directors B.

Pursuant to articles 4.1.2 and 4.1.3 of the articles of association of STAK, STAK Directors are appointed by the Meeting of Depositary Receipt Holders upon a non-binding nomination by the Managing Directors B.

At the request of Cigel and in accordance with the Restructuring, the Managing Directors B have nominated Mr. Falcão Filho and Mr. Lopes as Managing Directors B and Mr. Falcão Filho as STAK Director for appointment.

Legal counsel representing a large group of DR Holders has received confirmation and has subsequently informed the Company Board that nearly a majority of the DR Holders support these nominations.

2. It is proposed that the Class B Shares Meeting will adopt a resolution to appoint Mr. Kleber Barbas Falcão Filho as Managing Director B for the reasons set out under 'Background of the Meetings' above.

**Kleber Barbas Falcão Filho** is a Partner and Chief Operating Officer at Grupo Ergo, a multi-business group active in logistics, agribusiness, real estate, technology, and venture capital, where

he leads the integrated operations of three portfolio companies – Ergolog, Quimivita, and ErgoEstate. He joined Grupo Ergo in January 2018 as Corporate Head and Chief Financial Officer and was admitted as a Partner in January 2022, taking responsibility for strategic planning, corporate governance, and M&A transactions. In parallel, he has served since 2022 as a Partner and Board member of Mediccont Ventures, a multi-business group in the healthcare sector. Prior to Grupo Ergo, Mr. Falcão Filho served as Chief Financial Officer of Transchemical Transportes e Logística Ltda (2017–2024) and spent nearly four years as a Senior Consultant at Deloitte Touche Tohmatsu (2011–2015), advising clients on compliance, risk management, internal audit, and corporate governance. He holds an MBA in Corporate Finance, Controllershship and Auditing from Fundação Getúlio Vargas (FGV) and a bachelor's degree in Business Administration from Faculdade Ruy Barbosa.

3. It is proposed that the Class B Shares Meeting will adopt a resolution to appoint Mr. Jocimar Lopes as Managing Director B for the reasons set out under 'Background of the Meetings' above.

**Jocimar Lopes** is the Chief Financial Officer of Grupo Ergo, a multi-business group operating in logistics, agribusiness, and real estate with annual revenues exceeding BRL 600 million. Since joining in February 2022, he has been responsible for the full scope of financial and back-office operations, reporting directly to the shareholders, and raised over BRL 100 million in funding. Before Grupo Ergo, Mr. Lopes was Administrative Finance Manager at Air BP Petrobahia Ltda (2021–2022), a joint venture focused on aviation fuel distribution across Northeast Brazil. From 2013 to 2019, he held progressively senior roles at Frysk Industrial, a food and beverage and agriculture company based in Conde, Bahia, part of the Aurantiaca Investimentos group, ultimately serving as Head of Finance. Earlier in his career, he worked as a Finance and Control Analyst at Bahia Mineração S/A (2012–2013) and spent over seven years as a Business Intelligence Analyst at EMBASA (Empresa Baiana de Águas e Saneamento S/A) (2005–2012). Mr. Lopes holds a bachelor's degree in Accounting from Centro Universitário Jorge Amado and a postgraduate degree in Managerial Accounting (Controllershship) from Universidade Federal da Bahia (UFBA).

7. It is proposed that the Meeting of Depositary Receipt Holders will adopt a resolution to appoint Mr. Falcão Filho as STAK Director for the reasons set out under 'Background of the Meetings' above.

**Kleber Barbas Falcão Filho** is a Partner and Chief Operating Officer at Grupo Ergo, a multi-business group active in logistics, agribusiness, real estate, technology, and venture capital, where he leads the integrated operations of three portfolio companies — Ergolog, Quimivita, and ErgoEstate. He joined Grupo Ergo in January 2018 as Corporate Head and Chief Financial Officer and was admitted as a Partner in January 2022, taking responsibility for strategic planning, corporate governance, and M&A transactions. In parallel, he has served since 2022 as a Partner and Board member of Mediccont Ventures, a multi-business group in the healthcare sector. Prior to Grupo Ergo, Mr. Falcão Filho served as Chief Financial Officer of Transchemical Transportes e Logística Ltda (2017–2024) and spent nearly four years as a Senior Consultant at Deloitte Touche Tohmatsu (2011–2015), advising clients on compliance, risk management, internal audit, and corporate governance. He holds an MBA in Corporate Finance, Controllershship and Auditing from Fundação Getúlio Vargas (FGV) and a bachelor's degree in Business Administration from Faculdade Ruy Barbosa.

## AVAILABILITY OF MEETING DOCUMENTS

Before the Meetings, the following meeting documents have been made available to the Class B Shareholders and the DR Holders, in English:

- this notice of the Meetings, including the agendas and explanatory notes; and
- a combined voting instruction form for (i) voting at the Class B Shares Meeting and (ii) voting at the Meeting of Depositary Receipt Holders (the "**Voting Instruction Form**").

Please refer to further instructions on the use of the Voting Instruction Form below.

This notice and the Voting Instruction Form are available on the Company's website (<https://ri.unigel.com.br/en/investor-information/unigel-netherlands-holdco-bv/>) as from today. The meeting documents will also be available for inspection as from today at the Company's business address in the Netherlands: Joop Geesinkweg 901, 1114 AB Amsterdam-Duivendrecht, the Netherlands and at STAK's business address in the Netherlands, Basisweg 10, 1043 AP Amsterdam. Copies of the meeting documents may be obtained free of charge at these addresses.

## RECORD DATE

In accordance with the record date as set by STAK in accordance with article 9.3.2 of the Company Articles and articles 4.2.1 and 7.1.3 of the terms and conditions of administration of STAK as in force as of 30 January 2025 (the "**Terms and Conditions**"), those who are registered on Monday, 4 May 2026 (the "**Record Date**"), after the processing of settlements on that date, in the designated (sub)registers have the right to attend the Meetings, physically or electronically, and the right to exercise their meeting and voting rights as DR Holders or shareholders, as the case may be.

The designated (sub)registers are the accounts of the participants of Depositary Trust Company ("**DTC**"), Euroclear Bank SA/NV and Clearstream Banking S.A. in respect of DR Holders, and the original shareholders' register of the Company in respect of holders of Class B Shares (which are all held by STAK).

## VOTING

### DR Holders

It will be possible for DR Holders to provide voting instructions to STAK (the "**Voting Instructions**") in advance of the Meetings.

The Depositary Receipts are held through DTC and are registered in the name of Cede & Co. For the avoidance of doubt, references to DR Holders in this notice refer to the beneficial owners of the Depositary Receipts and not to Cede & Co. as the registered holder. DR Holders will receive a Voting Instruction Form through Broadridge Corporate Issuer Solutions ("**Broadridge**"), either by first-class mail or through their bank or broker by electronic delivery, as indicated by the DR Holder. DR Holders are strongly encouraged to submit Voting Instructions via the platform offered by Broadridge: [www.proxyvote.com](http://www.proxyvote.com). Voting Instructions must be submitted no later than 05:59 CEST on Thursday, 4 June 2026 (23:59 Eastern Daylight Time ("**EDT**") on Wednesday, 3 June 2026).

Submission of such Voting Instructions via the aforementioned platform will, in respect of agenda items 2 and 3, constitute an instruction to STAK to exercise the voting rights attached to the Class B Shares in accordance with such instructions at the Class B Shares Meeting, and, in respect of agenda item 7, constitute the appointment of STAK to cast votes on behalf of the relevant DR Holder at the Meeting of Depositary Receipt Holders.

Alternatively, DR Holders may, in writing, instruct STAK to exercise the voting rights attached to the Class B Shares in respect of agenda items 2 and 3 at the Class B Shares Meeting, and, in respect of agenda item 7, appoint STAK as proxy holder to cast votes on behalf of the relevant DR Holder at the Meeting of Depositary Receipt Holders. DR Holders who wish to instruct STAK must send an e-mail to [NL-STAKUnigel@intertrustgroup.com](mailto:NL-STAKUnigel@intertrustgroup.com). DR Holders must include their 16-digit control number assigned to their account for the Meetings. Voting instructions for STAK must be received by STAK no later than 05:59 CEST on Thursday, 4 June 2026 (23:59 EDT on Wednesday, 3 June 2026). DR Holders must contact their bank or broker to retrieve the 16-digit control number.

Physically attending DR Holders can vote during the Meetings, subject to the registration requirements set out under 'Attendance' below.

#### Holders of registered shares

The Class B Shareholders who wish to vote must deposit a duly completed and signed proxy form. A copy of the proxy form can be obtained from the Company by sending an e-mail to [generalmeeting@unigel.com.br](mailto:generalmeeting@unigel.com.br). The duly signed proxy form must be received by the Company by email ([generalmeeting@unigel.com.br](mailto:generalmeeting@unigel.com.br)) no later than 05:59 CEST on Thursday, 4 June 2026 (23:59 EDT) on Wednesday, 3 June 2026).

Physically attending Class B Shareholders can vote during the Meetings.

### **ATTENDANCE**

#### Request for registration

Class B Shareholders and DR Holders at the Record Date who wish to attend the Class B Shares Meeting and/or the Meeting of Depositary Receipt Holders virtually or in person must send an e-mail to [generalmeeting@unigel.com.br](mailto:generalmeeting@unigel.com.br). Class B Shareholders and DR Holders must notify the Company, stating the name, email address, phone number, the number of Class B Shares or Depositary Receipts held in the Company which are registered for the relevant shareholder or DR Holder on the Record Date, the 16-digit control number assigned to their account (for DR Holders only, see above) and if they wish to attend the Class B Shares Meeting and/or the Meeting of Depositary Receipt Holders virtually or in person, no later than 12:00 CEST on Tuesday, 2 June 2026. Emails regarding the aforementioned confirmation that have not been received by that time shall be disregarded. DR Holders must contact their bank or broker to retrieve the 16-digit control number.

#### Virtual attendance

Shareholders and DR Holders who register themselves no later than 12:00 CEST on Tuesday, 2 June 2026 as set out above will receive an email with a link to login for the Class B Shares Meeting and/or the Meeting of Depositary Receipt Holders via Microsoft Teams. After successful login the Class B Shareholder, DR Holder or other person entitled to attend the Class B Shares Meeting and/or the Meeting of Depositary Receipt Holders is automatically logged into the meeting.

Any risks attached to attending the Meetings virtually, such as any failure or deficiency in the virtual meeting equipment, network infrastructure, internet or telephone connectivity, video or voice equipment, whether or not caused by the Company or STAK, are for the risk of the Class B Shareholders, DR Holders and other persons with meeting rights.

#### Physical attendance

Class B Shareholders and DR Holders who registered themselves no later than 12:00 CEST on Tuesday, 2 June 2026 as set out above may attend the meeting in person. Registration for admission to the Meetings will take place on the date of the Meetings between 15:30 CEST and the start of the Class B Shares Meeting at 16:00 CEST at the registration desk. Registration will not be possible after this time.

Persons entitled to attend the Meetings will be requested to identify themselves at the registration desk prior to admission to the Meetings and are therefore requested to bring a valid identity document, proof of authority to represent a Class B Shareholder or DR Holder (if relevant) and, for DR Holders only, the Voting Instruction Form (including the 16-digit control number assigned to their account by Broadridge for the Meetings). DR Holders must contact their bank or broker to retrieve the 16-digit control number.

## **TOTALS OF ISSUED SHARES, DEPOSITARY RECEIPTS AND VOTING RIGHTS**

On the Record Date, the Company's issued share capital comprised 1,199,680 class A shares of USD 0.01 each and 1,199,680 Class B Shares of USD 0.01 each. Each Class B Share carries the right to one vote at a Class B Shares Meeting.

On the Record Date, 1,199,680 Depositary Receipts were issued and outstanding.

Pursuant to Dutch law, no votes may be cast in respect of shares or depositary receipts which are held by the Company. On the Record Date, the Company held no Class B Shares or Depositary Receipts in its own capital.

As a result of the above, the total number of voting rights in the Company that can be exercised at each Meeting is 1,199,680 votes.

## **LANGUAGE**

The Meetings will be conducted in the English language.

## **COMMUNICATION**

Class B Shareholders and DR Holders who have general queries about the Meetings should contact the following email address: [generalmeeting@unigel.com.br](mailto:generalmeeting@unigel.com.br).

Amsterdam, 8 May 2026

The management board of Unigel Netherlands Holding Corporation B.V.

The board of Stichting Administratiekantoor Unigel Creditors