



**MOBLY S.A.**

Publicly-Held Company

CNPJ/ME 31.553.627/0001-01

NIRE 35.300.561.201

**Material Fact**

**Controller acquisition home24 SE**

**MOBLY S.A.** (“Mobly” or “Company”) (B3: MBLY3), in accordance with instruction CVM Resolution No. 44, informs its shareholders and the general public that it has become aware of its controlling shareholder, home 24 SE disclosed that it has entered into a business combination agreement with XXXLutz and a capital increase of up to 10% of its share capital. The terms of the disclosure promoted by home24 are attached, in their original version and in free translation into Portuguese.

The Company will keep its shareholders and the market in general informed about the business combination involving the controlling shareholder.

São Paulo, October 6, 2022.

**Marcelo Rodrigues Marques**

Chief Financial and Investor Relations Officer

**MOBLY S.A.**



**home24 supports XXXLutz takeover bid - new investor subscribes to 10% capital increase - the new partnership strengthens market position and growth prospects for both companies**

- XXXLutz Group announces voluntary public takeover offer for the acquisition of up to 100% of the shares on home24 SE
- The offer of 7.50 euros per home24 share corresponds to a premium of 124% on the closing price on 4 October 2022
- XXXLutz subscribes to a capital increase of just under 10% of the company's share capital at a price per share of 7.50 euros
- Through the support of major shareholders in providing irrevocable undertakings to tender their shares along with the shares coming from the capital increase, share purchases already made and other instruments, XXXLutz has already secured a total of c. 60% of the shares in the future share capital of home24
- By bundling its successful business models, home24's market position as a pure-play home & living e-commerce destination is to be further strengthened and expanded
- home24 will remain independent and will continue to be led by the current management team. The company's headquarters in Berlin and the existing corporate structure with the home24 Group's main locations and core brands, including home24 and Butlers, will be retained
- The Management Board and Supervisory Board of home24 plan to support the Offer subject to their duties of care and their fiduciary duties and the review of the offer document to be published by the Bidder

**BERLIN, 5 OCTOBER 2022** - The Austrian XXXLutz KG plans to acquire home24 SE. In this context, home24 has entered into a Business Combination Agreement with XXXLutz KG and its subsidiary, RAS Beteiligungs GmbH. XXXLutz has announced a voluntary public takeover offer today for all outstanding shares of the Company at a price of EUR 7.50 per home24 share (the "Offer Price"). The Offer Price represents a premium of 124% to the XETRA closing price on October 4, 2022 and a premium of 142% to the volume weighted average share price during the last three months.

The acquisition is intended to provide long-term, strategic and sustainable financial support for home24's growth strategy. It shall to further strengthen and help expand home24's market position as a pure-play home & living e-commerce destination. To achieve this, it is XXXLutz's wish that home24 continues to be managed independently by the current management team. The three members of the Management Board of home24, Philipp Steinhäuser, Brigitte Wittekind and Marc Appelhoff, extended their Management Board contracts yesterday and reaffirmed their support for this transaction.

In addition, the company's headquarters will remain in Berlin. The existing corporate structure and the main locations of the home24 Group as well as the core brands of the home24 Group, including home24 and Butlers, will be retained as independent brands. Against this background, the Management Board and the Supervisory Board of the Company welcome the Offer and plan to support it subject to their duties of care and their fiduciary duties and the review of the offer document to be published by the Bidder. They consider it to be in the best interest of the Company, its shareholders, employees and other stakeholders at this point in time.

Additionally, XXXLutz subscribes to a 10% capital increase at a share price of 7.50 euros. The company expects proceeds of around 23 million euros.

"We are delighted to continue our journey to become the leading online destination for Home & Living together with XXXLutz as a strong partner. For us as a management team, it was particularly important that XXXLutz shares and actively supports the vision of home24, assists us in its implementation and sees us continuing to operate as an independent company. We are convinced that together with XXXLutz we will significantly increase our robustness and punch in the furniture market," said Marc Appelhoff, CEO of home24. "The fact that we were able to attract a strong strategically oriented investor for home24 in times of global political tensions and depressed consumer sentiment is a vote of confidence in our business model. We are convinced that we have found a very good path for our employees as well as for shareholders and other stakeholders."

"With its strong brand and leading position in the online home and living market, home24 is an ideal addition to XXXLutz. We are impressed by what the home24 team has built up over the last few years. As a strong partner, XXXLutz will support home24 in securing the company's future through the current uncertain market environment and in seizing future growth opportunities based on its innovative business model. home24 will maintain its online pure-play focus as an independent company and benefit from the strength of the XXXLutz Group. Our offer enables shareholders to benefit from a significant premium of over 124%," said Mag. Thomas Saliger, XXXLutz Group corporate spokesman.

With the support of major shareholders in providing irrevocable undertakings to tender their shares along with the shares from the capital increase, share purchases and other instruments, XXXLutz has secured a total of c. 60% of the shares in the future share capital of home24. The offer will be subject to the usual merger control clearances. A minimum acceptance ratio is not envisaged on the part of XXXLutz.

Lastly, the agreement specifies that XXXLutz will not enter into a domination or profit and loss transfer agreement with the company for a period of three years after completion. XXXLutz aims to delist the home24 share after the execution of the offer.

Sullivan & Cromwell LLP is acting as the legal advisor of home24.

#### **ABOUT HOME24**

home24 is a leading pure-play home & living e-commerce platform in Continental Europe and Brazil. With over 250,000 home & living products in Europe and more than 200,000 articles in Latin America, home24 offers a unique selection of large and small furniture pieces, garden furniture, mattresses and lighting. This curated, broad assortment offers a significant value-for-money value proposition to customers. home24 is headquartered in Berlin and employs around 3,000 people worldwide. The Company is active in seven European markets: Germany, France, Austria, the Netherlands, Switzerland, Belgium and Italy. home24 is also active in Brazil under the Mobly brand. The group also includes the lifestyle brand Butlers with 100 stores in the DACH region and additional 25 in the rest of Europe. home24's product range consists of numerous brands, including a large number of private labels. home24 is listed on the Frankfurt Stock Exchange (ISIN DE000A14KEB5). Mobly's stock is traded on the Brazilian Novo Mercado of B3 (ISIN BRMBLYACNOR5). For more information, please visit the Company's website at [www.home24.com](http://www.home24.com).

#### **ABOUT XXXLutz**

XXXLutz has grown steadily in the 77 years of its existence. The XXXLutz Group operates more than 370 furniture stores in 13 European countries (Austria, Germany, Czech Republic, Hungary, Slovenia, Slovakia, Croatia, Romania, Bulgaria, Switzerland, Sweden, Serbia and Poland) and employs more than 25,700 people. With an annual turnover of EUR 5.34 billion, XXXLutz Group is one of the three largest furniture retail groups in the world.

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This release may contain forward looking statements, estimates, opinions and projections with respect to anticipated future performance of home24 SE ("forward-looking statements"). These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes," "estimates," "anticipates," "expects," "intends," "may," "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements

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