



MATERIAL FACT

AGREEMENT TO ACQUIRE THE BRAZILIAN AND PORTUGUESE CAST IRON OPERATIONS OF TEKSID

Joinville, July 1st, 2021 – Tupy S.A. ("Company", B3: TUPY3), pursuant to article 157, paragraph 4, of Federal Law 6,404, of December 15, 1976 ("Brazilian Corporate Law") and Instruction 358 of the Brazilian Securities and Exchange Commission, of January 3, 2002, informs its shareholders and the market in general that it entered into an Amendment and Restatement to the Share Purchase and Sale Agreement, dated December 19, 2019, with Stellantis N.V. ("Stellantis" or "Seller"), the successor of Fiat Chrysler Automobiles N.V., and Teksid SpA ("Teksid"), a wholly owned subsidiary of Stellantis, to acquire the Brazilian and Portuguese cast iron components operations of Teksid by way of the acquisition of Teksid's interests in Teksid Iron do Brasil Ltda. and Funfrap-Fundição Portuguesa S.A. ("Transaction").

The Company had announced on 12.19.2019 its agreement to acquire the global cast iron components operations of Teksid. Based on review and input from U.S. competition authorities, the Company and Stellantis agreed to revise the transaction. In addition, the Company has decided that a revised perimeter for the transaction will focus on assets with higher strategic fit. Therefore, the Company will not proceed with the acquisition of Teksid's Mexican, Chinese and Polish operations and Teksid's offices in Italy and in the United States.

The Company will maintain the strategic alliance for global supply with Stellantis, considering the commitments already assumed with the Brazilian antitrust authority.

In 2019, Teksid's cast iron components operations in Brazil and Portugal recorded net revenue of €242 million and EBITDA of €14.4 million. The Enterprise Value for the new perimeter is €67.5 million.

The Transaction has been approved by Company's Board of Directors on July 1st and is expected to be completed in the fourth quarter of 2021.

According to the appraisal elaborated pursuant to article 256, of Brazilian Corporate Law, which will be timely released to shareholders and the market, the Transaction: (a) represents a relevant investment for the Company and, therefore, is subjected to ratification by the General Meeting and (b) grants right of withdrawal to its dissenting shareholders, who abstain or who do not attend the General Meeting. The reimbursement amount will be calculated based on the shareholder's equity of the Company, calculated on 12.31.2020.

In addition, the Company states that received a communication from BNDES Participações S.A. – BNDESPAR and Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI, which own shares representing 28.2% and 24.8%, respectively of the Company's share capital. BNDESPAR and PREVI have irrevocably committed to approving the Transaction at the Extraordinary Shareholders' Meeting.

Finally, a conference call will be held on July 1, according to the information below to present the Transaction's and its next stages.



Corporate Taxpayer's ID (CNPJ): 84.683.374/0003-00
COMPANY REGISTRY (NIRE): 42.3.0001628-4
PUBLICLY HELD COMPANY



Date of the conference call: July 1 , 2021

08h30 – EST

09h30 – BRT

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