



## JSL S.A.

Authorized Publicly-Held Company  
CNPJ/MF nº 52,548,435/0001-79  
NIRE 35,300,362,683

### MATERIAL FACT

## JSL ACQUIRES TRUCKPAD AND ACCELERATES ITS DIGITAL DEVELOPMENT

*A transformational transaction for JSL, adding deep technological expertise to its ongoing technology plan and supporting Truckpad to monetize its operation and set apart from its competitors*

**JSL S.A.** (B3:JSLG3) ("JSL" or "Company"), a publicly traded company, in compliance with the provisions of the Brazilian Securities and Exchange Commission ("CVM") Instruction 358/2002 and Article 157, § 4 of Law 6,404/1976, informs its shareholders and the market in general that, yesterday after the market closed, it **entered into a purchase and sale agreement for the full acquisition of Truckpad Tecnologia e Logística S.A. and Truckpad Meios de Pagamentos Ltda.** ("Truckpad") ("Transaction"). As there were no conditions precedent to the completion of the Transaction, the Transaction Closing Term ("Term") was signed yesterday after the market closed. Thus, as of this date, Truckpad becomes a wholly owned subsidiary of the Company.

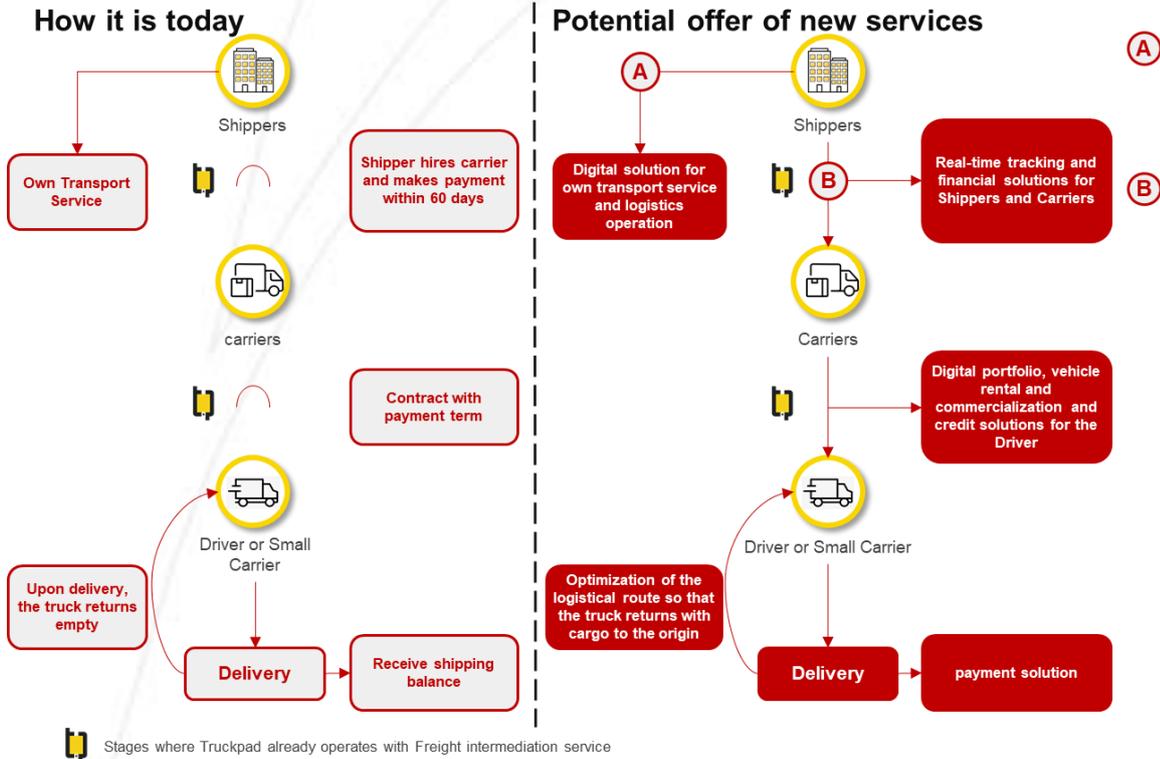
### Investment Rationale

- **Highly strategic transaction:** technology **developed over almost 10 years** and in full operation, with **investments already made to the tune of BRL 100 mm**
- **Acceleration of JSL's technological development** by accessing Truckpad's robust technology
- **Digitalization of the logistics network**, offering **cargo volumes to hundreds of thousands of carriers and drivers**, providing **more transportation services** to clients, and consequently, **greater competitiveness**, starting a **virtuous cycle with the potential to transform the General Cargo volume** in the already existing JSL operation
- **Transformation of Truckpad's relationship with shippers, carriers and truck drivers** through the creation and offer of **customized financial services, sale and rental of trucks through the platform**, as well as **access to the main inputs at competitive prices**

### Potential Supply of New Services in the Logistics Chain



Truckpad participates in freight brokerage, although still leaving some gaps in the services provided. There is enormous potential for additional services to be explored together with JSL and the SIMPAR group, as shown below:



**A. Complete solution for the logistics operation for shippers, with digitalization of their entire transactional system**

**B. Complete offer of additional services to shippers and carriers**

- i. Credit services:
- ii. Advance of receivables
  - Working capital
  - Truck Acquisition
  - Credit to attain road vehicle certificates
  - Digitalization of processes, including driver payments
- iii. Competitive pricing on your main inputs, including the offer of rental services
- iv. Optimization of the logistics operation through planned cargo offers by monitoring the flows, seeking to anticipate the direction of cargo to guarantee return freights

**About Truckpad**

Founded 10 years ago, Truckpad is **one of the largest connection platforms between truckers and cargo in Latin America**, with (i) **more than 1.5 million app downloads**; (ii)



more than **800 thousand registered drivers** (with 70 thousand active); (iii) more than **30 thousand registered carriers** (with 3 thousand active monthly); and (iv) more than **1 million negotiated cargoes** to date, with an added freight value of BRL 3 billion in the month of April. Truckpad has commercial partnerships with major companies such as Mercedes-Benz, Petrobras, ZF, Pirelli, Bosch, Michelin, among others.

### **About the Transaction**

The Transaction consists of the acquisition, by JSL, of 100% of the shares issued by Truckpad by taking over the acquired company's obligations/debts totaling approximately BRL 10 million.

Finally, JSL clarifies that, since this is an acquisition for which the consideration is the payment of a symbolic price, the provisions of art. 256 of Law # 6404/76 do not apply. Thus, the transaction will not be submitted for ratification to the Company's general meeting and, consequently, there are no withdrawal rights for the shareholders.

**For a presentation with more details about Truckpad and the Transaction, [click here](#).**

São Paulo, May 27, 2022.

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CFO  
and IRO