

## Notice to the Market - Issue of Debentures and NCEs Contracting

PBG S.A. ("B3: PTBL3") ("Company") informs shareholders and the market in general that, at a Board of Directors Meeting held on August 12, 2021, the following were approved: (i) the realization of the 4th (fourth) issue of simple debentures, not convertible into shares, of the type with real guarantee and additional personal guarantee, in a single series, for public distribution with restricted distribution efforts, by the Company ("Fourth Issuance") and (ii) contracting of NCE – Export Credit Notes ("NCEs").

The terms and conditions of the Fourth Issue will be submitted for approval and specified at the General Shareholders' Meeting of the Company ("AGE"), subject to the following main conditions:

- (i) **Amount:** BRL 300,000,000.00 (three hundred million reais), in a single series;
- (ii) **Quantity of Debentures:** will be issued 300,000 (three hundred thousand) debentures in single series;
- (iii) **Unitary nominal amount:** the unitary nominal amount of the Debentures will be R\$1.000,00 (one thousand reais), at the issuance date.
- (iv) **Remuneration and Monetary Update :** the debentures will be entitled to remuneration corresponding to 100% (one hundred percent) of the accumulated variation of the average daily rates of Interbank Deposits - one-day DI, "over extra group", expressed as a percentage per year, base 252 (two hundred and fifty and two) business days, calculated and disclosed by B3 in the Daily Newsletter (*Informativo Diário*), available on its website (<http://www.cetip.com.br>) ("DI Rate"), exponentially increased by a surcharge or spread of 3.00% (three whole percent) per year, based on a year of 252 (two hundred and fifty-two) business days. There will be no monetary restatement of the unit face value of the debentures.
- (v) **Debentures Maturity Term:** the debentures will have a term of 5 (five) years as of the issue date.
- (vi) **Real Guarantee:** the issuance of debentures will have the following real guarantees to be granted by the Company for the benefit of debenture holders: (a) fiduciary assignment (1) of all the Company's receivables arising from payment slips issued under the terms of the installment contracts collection service, which will be described in the respective "Private Instrument of Fiduciary Assignment of Credit Rights and Other Covenants", to be entered into by the Company; and (2) a restricted account held by the Company, which shall be operated solely and exclusively pursuant to the terms of the fiduciary assignment agreement and the "Agreement for the Provision

of Depositary Services”, to be entered into by the Company; and (b) 2nd (second) degree mortgage of the property owned by the Company registered in registration number 14.005 of the Property Registry Office of Marechal Deodoro, State of Alagoas, to be duly described in the relevant mortgage deed.

**(vii) Secured guarantee:** the issue of debentures will have a fiduciary guarantee, in the form of a guarantee, to be provided by Portobello Shop S.A. as co-obligee and main payer of the obligations to be assumed by the Company within the scope of the issuance and the Debentures.

The Board of Directors also approved, at the above-mentioned meeting, in assurance of the obligations to be assumed by the Company within the scope of the Issuance, the granting of (i) the fiduciary assignment of credit rights referred to in item “vi” above; and (ii) mortgage or transference on property owned by the Company referred to in item “vi” above (collectively, the “Real Guarantees”).

Additionally, the Board of Directors also approved, at the aforementioned meeting, the hiring of NCEs in 2 (two) tranches.

**(i) Total Amount:** R\$ 130,000,000.00 (one hundred and thirty million reais), with R\$ 100,000,000.00 (one hundred million reais) for the first tranche and R\$ 30,000,000.00 (thirty million reais) for the second tranche;

**(ii) Remuneration:** the NCEs will be entitled to the identical remuneration for the 2 (two) tranches, corresponding to 100% (one hundred percent) of the accumulated variation of the average daily rates of Interbank Deposits - one-day DI, "over extra group" , expressed as a percentage per year, based on 252 (two hundred and fifty-two) business days, calculated and disclosed by B3 in the Daily Newsletter (*Informativo Diário*), available on its website (<http://www.cetip.com.br>) (" DI Rate"), exponentially increased by a surcharge or spread of 2.85% (two wholes and eighty-five hundredths percent) per year, based on a year of 252 (two hundred and fifty-two) business days.

**(iii) NCEs Maturity Term:** the NCEs will have a term of 6 (six) years from the date of issue for the first tranche and 5 (five) years for the second tranche.

**(iv) Real Guarantee:** the NCEs will have real guarantees to be granted by the Company to the benefit of the issuers, being a fiduciary assignment of all the Company's receivables arising from slips issued under the terms of the collection service provision contracts, which will be described in the respective “Private Instrument of Fiduciary Assignment of Credit Rights and Other Covenants”, to be entered into by the Company;

**(v) Real guarantee:** the NCEs will have a real guarantee, in the form of a surety, to be provided by Portobello Shop S.A. as co-obligee and main payer of the obligations to be assumed by the Company within the scope of the issue and the Debentures.

The minutes of the Board of Directors approving the Fourth Issuance, the submission of the terms and conditions of the Fourth Issuance to the EGM and the constitution of the Collateral under the Fourth Issuance and the contracting of the NCEs are filed at the Company's headquarters, at the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and B3 ([www.b3.com.br](http://www.b3.com.br)) websites, as well as on the PBG website ([ri.portobello.com.br](http://ri.portobello.com.br)).

Tijucas, August 13, 2021

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