

## **MAGAZINE LUIZA S.A.**

### **Publicly-Held Company**

CORPORATE TAXPAYER ID (CNPJ/MF): 47.960.950/0001-21

COMPANY REGISTRY (NIRE): 35.3.0010481.1

## **MATERIAL FACT**

**Magazine Luiza S.A.** (the "**Company**"), pursuant to article 157, paragraph 4 of Law 6,404, dated December 15, 1976, as amended ("**Brazilian Corporation Law**"), and pursuant to Instruction of the Brazilian Securities and Exchange Commission no. 358 of January 3, 2002, as amended, announces that it has on this date entered into an Agreement and Plan of Merger that governs the acquisition (effected through a merger) by the Company of the totality of the shares of Netshoes (Cayman) Limited ("**Netshoes**") for a price per share of US\$2.00, which amounts to an estimated total price of approximately US\$62 million (the "**Transaction**"). Upon the successful completion of the Transaction, Netshoes will become a subsidiary of the Company and its shareholders will receive the value of their shares in cash.

The closing of the Transaction is subject to the satisfaction of certain conditions precedent established in the Agreement and Plan of Merger, including, among others, its approval by Netshoes' shareholders at a general meeting ("**Netshoes General Meeting**") in accordance with Cayman Islands law, and by the Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica – CADE*), the Brazilian anti-trust agency.

In addition, on this date, the Company entered into a "Voting and Support Agreement" with holders of approximately 47.9% of Netshoes' capital stock, through which the signatory shareholders undertook to vote in favor of the Transaction at the Netshoes General Meeting.

The Transaction will be carried out through a merger between Netshoes and a subsidiary of the Company incorporated in the Cayman. As a result, the Transaction is not subject to Article 256 of the Brazilian Corporation Law.

The Company will keep its shareholders and the market in general duly informed of the conclusion and other information related to the Transaction in accordance with the applicable legislation.

São Paulo, April 29, 2019.

Roberto Bellissimo Rodrigues

**Investor Relations Executive Officer**