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BWGI's voluntary tender offer for Verallia's shares

Obtention of required authorizations for opening the Offer

June 19, 2025 – BWGI announces today that, in respect of the tender offer filed by BWGI¹ for the shares of Verallia (ISIN code: FR0013447729) (the “Offer”), the authorizations from the French authorities under foreign investment control regulations and from the European Commission under the EU Foreign Subsidies Regulation have been obtained respectively on June 18 and June 19, 2025.

It is recalled that the French financial markets authority (*Autorité des marchés financiers*) (the “AMF”) cleared the Offer on June 5, 2025.

The AMF will shortly publish a notice announcing the opening and timetable of the Offer, and Euronext Paris will publish a notice announcing the terms and opening of the Offer.

D.F. King Ltd is acting as information agent for Verallia's institutional shareholders (contact: Mr. David Chase Lopes, Managing Director, EMEA, david.chaselopes@dfkingltd.co.uk).

About BWSA and BWGI - Brasil Warrant Administração de Bens e Empresas S.A. (“**BWSA**”) has been operating for over seven decades as the Moreira Salles family's Brazilian holding company, successfully forging partnerships around the world with leading companies in a variety of sectors, such as financial services, natural resources, agriculture, consumer products, commercial services, distribution and industry. BWSA is the controlling shareholder of BWGI, an independent asset management company established in 2008 with discretionary powers to manage the portfolio of investments of BWSA's controlling shareholders through certain investment vehicles, including Kaon V, the direct shareholder of Verallia. BWGI, through its affiliates, has been a shareholder of Verallia since its initial public offering in 2019. Affiliates of BWGI also hold a stake in the French listed company Elis S.A., being its largest shareholder.

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¹ Acting as the investment manager of Kaon V, a sub-fund of Kaon Investment Fund ICAV and direct shareholder of Verallia.

Disclaimer

This press release has been prepared for information purposes only. It does not constitute an offer to purchase or a solicitation to sell Verallia shares in any country, including France. The dissemination, publication or distribution of this press release may be subject to specific regulations or restrictions in certain countries. Accordingly, persons in possession of this press release are required to inform themselves about and to comply with any local restrictions that may apply.

Information for U.S. holders

The Offer is for Verallia shares, a company incorporated under French law, and is subject to French disclosure and procedural requirements, which differ from those applicable in the United States of America.

*The Offer will be made in the United States of America in accordance with Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the “**1934 Act**”), the laws and regulations promulgated thereunder, including Regulation 14E subject to the exemptions provided by Rule 14d-1(d) of the 1934 Act (the “**Tier II**” exemption), and the requirements of French law. As a result, the Offer will be subject to certain disclosure and procedural rules, notably relating to the notice of extension of the Offer, the timing of settlement, and the purchase of Verallia shares outside of the Offer, which differ from the U.S. rules and procedures relating to tender offers in the United States of America.*

Subject to any prohibition under French law, the Offeror and its affiliates may, from time to time, purchase or make arrangements to purchase Verallia shares outside of the Offer from the time the Offer was first publicly announced until the expiration of the acceptance period of the Offer (or until the end of the acceptance period of the reopened Offer, if applicable), including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States of America and to the extent permitted by applicable French law. Any such purchases will not be made at prices higher than the Offer price unless the Offer price is increased accordingly. Any such purchases will be made in accordance with applicable laws, rules and regulations. To the extent that information about such purchases and or arrangements is made public in France, it would also be made public through a press release or any other method that would allow Verallia’s U.S. shareholders to be informed and on Verallia’s website (www.verallia.com).