

## **EVEN CONSTRUTORA E INCORPORADORA S.A.**

Publicly Held Company  
CNPJ No. 43.470.988/0001-65  
NIRE 35.300.329.520

### **MATERIAL FACT**

**EVEN CONSTRUTORA E INCORPORADORA S.A.** (the "Company"), in compliance with Article 157, paragraph 4, of Law No. 6,404 dated December 15, 1976, as amended, Brazilian Securities Commission (Comissão de Valores Mobiliários) ("CVM") Instruction 358 of January 3, 2002, as amended, and the Company's Material Information Disclosure Policy of June 27, 2019 and in furtherance of the Material Fact dated October 1, 2020, hereby announces to its shareholders and the market in general that, following the Board of Directors' approval on meeting held today, the Company executed a Shares Purchase Agreement (Contrato de Compra e Venda de Ações e Outras Avenças) (the "SPA"), pursuant to which the Company sold to the Estoque Residencial e Comercial Rio de Janeiro Fundo de Investimento Imobiliário (CNPJ/ME No. 37.266.902/0001-84) (the "FII") all ordinary shares issued by the Company's subsidiary, Viedma RJ Empreendimentos Imobiliários S.A. (CNPJ/ME No. 34.595.494/0001-16) ("Viedma RJ") a holding company owner of the entirety of quotas issued by operational companies (the "SPEs") which are developing eight (8) real estate projects in Rio de Janeiro (the "Transaction").

In consideration of the Transaction, the FII will pay the Company (a) a fixed installment of R\$ 237,600,000.00 ("Fixed Installment") provided that R\$ 225,720,000.00 (i.e., 95% of the Fixed Installment) has already been paid today and R\$ 11,880,000.00 (i.e., 5% of the Fixed Installment) will be paid upon filing, before the Board of Trade, of documents relevant to the corporate reorganization described in the Company's Material Fact issued on October 1, 2020, and (b) a contingent installment (the "Contingent Installment") which shall be due if and only if payments made by Viedma RJ to the FII after the Transaction reach an amount equivalent to the FII's quotas issue price (R\$ 237,600,000.00) plus the IPCA Index and a return rate set forth in the FII's Bylaws (which are publicly available at the Comissão de Valores Mobiliários website).

If the Contingent Installment payment is due, the FII shall pay the Company all moneys distributed to the FII by Viedma RJ and the SPEs, after deducting the FII's expenses, and provided that the FII's and SPE's cash reserves are preserved (as set for in the FII's Bylaws).

The Company also informs that the FII, Viedma RJ and the SPEs have hired the Company to render Specialized Consulting services, pursuant to the Real Estate Consulting and Management Agreement (*Contrato de Consultoria e Gestão Imobiliária*) executed on December 16, 2020.

The Company further informs that due to the Transaction, the Company will record losses in its financial statements in the amount of approximately R\$ 109,000,000.00 - subject to confirmation in its financial auditing process.

Additionally, the Company informs that, in connection with its strategic plan to wind up operations in the City of Rio de Janeiro, the Company is searching for buyers to two (2) land-plots in Recreio dos Bandeirantes (Rio de Janeiro), with potential to develop approximately 700 units. Should the management succeed in such sales, the Company expects to record losses in the amount of approximately R\$ 60,000,000.00 – which amount is still subject to confirmation in its financial auditing process and is dependent on the terms and conditions of the effective sale transaction. Pursuant to CPC 01, the Company will record a non-cash impairment loss of such amounts in the fourth quarter of 2020.

For further information regarding the Transaction final terms and conditions refer to the Material Fact dated October 1, 2020 and to the Minutes of the Board of Directors' Meeting held on this date, both available at the Company's usual channels used for disclosure of periodic and occasional information.

The Company invites its shareholders and the market in general to a videoconference regarding the Transaction to be held on the channels below:

Date: 12/22/2020

Time: 10am (BRT – GMT3) / 08am (New York - GMT5)

PORTUGUESE:

Phone: +55 11 3181-8565

Password: Even

Replay: +55 11 3193 1012

Password: 1917980#

Webcast: <http://webcastlite.mziq.com/cover.html?webcastId=cba01a82-f811-4f38-b573-e9e14f058048>

ENGLISH:

Phone EUA: +1 412 717-9627

Password: Even

Replay: +55 11 3193 1012

Password: 8860258

Webcast: <https://webcastlite.mziq.com/cover.html?webcastId=6f0783fa-577e-43b8-b277-bd43c5e6a93e>

Replay: The videoconference replay will be available until 12/28/2020 by phone at +55 11 3193-1012

For further information, contact our Investors Relations Team:

**Investors Relations**

**Phone:** +55 11 3377-3699

**E-mail:** [ri@even.com.br](mailto:ri@even.com.br)

[www.even.com.br/ri](http://www.even.com.br/ri)

São Paulo, December 21, 2020.

**JOSÉ CARLOS WOLLENWEBER FILHO**

CFO and Investor Relations Director