



## **PDG REALTY S.A. Empreendimentos e Participações – In Judicial Reorganization**

*Publicly Held Corporation*

CNPJ/ME No. 02.950.811/0001-89

NIRE 35.300.158.954 | Code CVM 20478

### **MATERIAL FACT**

#### **Shareholders' Meeting Cancellation**

**PDG Realty S.A. Empreendimentos e Participações – Under Court-supervised Reorganization** (BM&FBOVESPA: PDGR3), a publicly held company, enrolled with the CNPJ/ME under No. 02.950.811/0001-89, located at Avenida Doutor Cardoso de Melo, 1,955, 6th floor, Vila Olímpia, in the City of São Paulo, State of São Paulo, Zip Code 04548-005, registered as a public company under category “A” with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* - “CVM”) under the Code 20478 (the “Company”), in accordance with Article 157, paragraph fourth of Law No. 6,404, of December 15, 1976, as amended (the “Corporations Law”) and CVM Rule No. 358, of January 3, 2002, as amended, considering both the current scenario of declared quarantine in many locations and social distancing recommendation due to the covid-19 pandemic as declared by the World Health Organization on March 11, 2020 (“Covid-19”), as well as the terms of the Provisional Measure No. 931, of March 30, 2020 (“MP 931”), hereby informs the shareholders and the market in general of the **cancellation of the Annual and Extraordinary Shareholders' Meeting, previously called for April 30, 2020 (“Meeting”).**

The Company's administration is closely following-up on the developments relating to Covid-19, including any impacts to the Company, recommendations from health authorities, measures by the federal and state governments and changes to legislation and regulations applicable to the Company, including, without limitation, the potential changes to be implemented by the CVM to CVM Rule No. 481, of December 17, 2009, to allow the holding of shareholders' meeting in a virtual environment, in accordance with the proposal contained in the Public Hearing SDM 03/2020, made available to the public by CVM on April 6, 2020. Therefore, considering that holding the Meeting causes the concentration of people, its cancellations intends to keep the shareholders and employees safe.

Consequently, as a result of the cancellation of the Meeting, the Call Notice published in the Official Gazette of the State of São Paulo - DOESP and the Valor Econômico newspaper on March 31, April 1 and April 2, 2020 is voided. Likewise, the Management Proposal relating to the Meeting disclosed on CVM's website and on the Company's foreign investors website and any voting instructions already sent by shareholders are also voided.

The Company's administration clarifies, on the other hand, that the financial statements of the Company relating to the fiscal year ended on December 31, 2019, as well as the administration's report, independent auditing firm report and recommendation of the Fiscal Council already disclosed by the Company on the CVM's website and on the Company's foreign investors website remain available.

As soon as a new date for the holding of the Meeting is defined, the documents related to the calling of the Meeting will be disclosed (including, without limitation, the new Call Notice, the new voting instructions and the new Management Proposal). In addition, at such time, the

applicable instructions for the participation of shareholders in the Meeting shall be issued, together with the corresponding requirements for such participation.

Finally, as authorized by Article 1, paragraph 2 of PM 931 and Article 150 and Article 161, paragraph 2 of the Corporation Law, the term of office of the members of the Company's Board of Directors and Fiscal Council are extended until the Meeting is held. Therefore, the current members of such bodies shall remain in their positions and exercising their respective attributions.

São Paulo, April 8, 2020.

**Augusto Alves dos Reis Neto**

CEO, CFO and IRO

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