

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
LUPATECH FINANCE LIMITED			
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
RAFAEL GORENSTEIN	+55 11 2134 7050	rafael.gorenstein@lupatech.com.br	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
Av. Dr Chucri Zaidan, 1550, conjunto 2705 Chácara Santo Antonio		São Paulo - 04711-130, BRAZIL	
8 Date of action		9 Classification and description	
10/18/2021		Mandatory Exchange of Notes to Notes and Warrants under court supervised restructuring	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
G57058AD4 / 55043812	N/A	N/A	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Exchange of securities pursuant Lupatech Group's Brazilian Court Supervised Restructuring Plan ("Recuperação Judicial") as approved by the Lupatech Group creditors on November 8, 2016, and ratified in court by a decision dated December 19, 2016, with (i) a further amendment approved on November 30, 2018, and ratified in court by a decision dated December 7, 2018, and (ii) further court approvals dated June 11, 2019, September 2, 2019 and November 8, 2019, and (iii) a further amendment approved on August 28, 2020, by the the Lupatech Group creditors, and ratified in court by a decision dated November 26, 2020) and (b) Chapter 15 of Title 11 of the United States Code on March 26, 2018 as amended October 3, 2018, January 9, 2020, and August 13, 2021. Pursuant to the Restructuring Plan, Noteholders shall have outstanding securities ("Old Notes") exchanged for New Notes and Subscription Warrants, the latter exercisable for a like number of warrants in uncertificated form that are BOVESPA-registered treasury warrants that have previously been issued by Lupatech S.A. in Brazil and are registered at Banco Bradesco S.A. (the "Local Warrants"). Each Local Warrants exercisable for one common share of Lupatech S.A. (LUPA3:B3 BRAZIL) at an exercise price of R\$0.88 (88/100 of one Brazilian Real) per Local Warrant. At the exchange rate as of the date of action (R\$ 5.5193/US\$), the R\$0.88 exercise price is equivalent to US\$0.16.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The exchange rate for the Old Notes in the mandatory exchange (the "Exchange") will be (a) US\$296.70771979 of New Notes per US\$1,000 principal amount of the Old Notes (with any fractional number of New Notes to be received in the Exchange being rounded down to the nearest dollar) and (b) 30.06967687 Sub. Warrants per US\$1,000 principal amount of the Old Notes. At the exchange rate of the date of the Exchange and at considering the Brazilian sovereign yield of similar maturity, the fair market value of the New Notes is estimated at 66% of the New Notes face value. Considering the price of the underlying shares of Lupatech S.A. as of October 18th 2021, the fair market value of the Warrants is estimated at US\$ 0.82257 per Subscription Warrant. Considering the pre Exchange principal amount of US\$ 1,000, the fair market value of the post Exchange resulting securities is estimated US\$219.45, being US\$ 194,72 of New Notes and US\$ 24,73 of Subscription Warrants.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **For each US\$1,000 of outstanding principal amount of Old Notes as approved by the Brazilian Court Trustee and homologated by the court, the Noteholders received 70% of the value in Subscription Warrants at the rate of 1 Subscription Warrant per 100 Brazilian Reais of outstanding principal. The remaining 30% of the outstanding principal is exchanged into New Notes at a ratio of 1:1. The fair market value of the New Notes is estimated through the calculation at present value of the New Notes payment schedule, using a fixed exchange rate of 5,5193 Brazilian Reais to US Dollars as of Oct 18th 2021 and a discount rate equal to the yield of the Brazilian Sovereign bond maturing 2031, no corporate risk premium was considered in the estimation due to the lack of corporate or security ratings. The fair market value of the warrants was estimated considering the closing price of Lupatech S.A. stock of R\$ 5,42, the exchange rate of 5,5193 Brazilian Reais to US Dollars as of Oct 18th 2021, then deducting the exercise price of R\$ 0.88 per warrant. There are no actual trading statistics to determine whether or not the estimations provided represent accurately the actual fair market values of the securities.**

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 26 U.S. Code § 6045B.

18 Can any resulting loss be recognized? ▶ **Whether any resulting loss may be recognized or not under the Internal Revenue Code depends on the type of holder, whether the holder is an exempt recipient of this report and whether the holder is a foreign payee within the meaning of Section 1.6049-5(d)(1) of the Treasury Regulations. Nominees and holders should consult with their tax advisors to determine their tax status and if losses can be recognized and how they may be recognized.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
No update is necessary, Issuer reports on a calendar year basis.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 2-dec-21

Paid Preparer Use Only	Print your name ▶ RAFAEL GORENSTEIN	Preparer's signature	Title ▶ DIRECTOR	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶	
	Firm's address ▶				Phone no.	