

LOCAWEB SERVIÇOS DE INTERNET S.A.

Publicly Held Company

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MATERIAL FACT

Locaweb announces the acquisition of Bling and enters the online enterprise resource planning market

São Paulo, April 21, 2021 - **Locaweb Serviços de Internet S.A.** ("Company") pursuant to the Rule of the Brazilian Securities and Exchange Commission of Brazil ("CVM") No. 358, of January 3, 2002, as amended, and to the provisions of Article 157, Paragraph 4, of Law No. 6.404, of December 15, 1976, as amended ("Corporation Law"), hereby informs the market that, on the date hereof, it was signed a Share Purchase and Sale and Other Covenants Agreement between the Company and the shareholders of **Organisys Software S.A** ("Bling" and "Bling Agreement", respectively), to regulate the acquisition of the totality of its capital stock by the Company ("Transaction").

About the Acquisition

Launched in 2009 in the city of Bento Gonçalves, Bling is an online management system for the segment of e-commerce and micro and small enterprises – MSEs, with more than 200 integrations, which offers solutions in the SaaS model for physical, virtual businesses or hybrids, assisting in business management and organization, through modules for issuing electronic invoices, product catalog, inventory and multichannel sales, POS, financial management, integrations with e-commerce platforms, marketplaces and logistic solutions, among others.

Bling has been expanding its integration with the banking system, based on the vision provided by the Open Banking agenda. Since 2020, Bling's clients already have a digital account integrated with the management system, facilitating the issuance of bank slips

("boletos"), transfers, bill payments and financial reconciliations. In the coming months, new services will be added, such as Pix, acquiring services and receivables anticipation, facilitating the access of micro and small enterprises to the financial system.

With this acquisition, Locaweb, which already has the most complete ecosystem of technological solutions for MSEs and a strong presence in the e-commerce market, makes its portfolio even more robust and enters the important and synergistic market for management systems.

Bling already arrives in the group taking advantage of the great potential for synergy with the entire ecosystem that Locaweb has built: e-commerce platform, integration with marketplace, POS, payments, subscription management, logistics integration, digital marketing, among others.

In addition to the possibility of offering the platform to more than 400 thousand Locaweb clients, Bling will continue to work agnostically, with new integrations and assisting the demands of the entire market.

A large portion of Locaweb's Commerce clients already use an ERP solution and Bling has the highest penetration on this basis. This also opens up a great possibility for all new Locaweb Commerce customers to begin their journey integrated with the platform.

Such as Locaweb, Bling has been showing strong growth. In the last 12 months, the company's paying customer base increased by 62% and ARR (Annual Recurring Revenue) reached R\$ 60 million, an annual growth of 79%, in addition to be an operation with excellent EBITDA generation capacity.

Following the Company's operating model in other acquisitions, Mr. Antônio Nodari, founder of Bling, remains as CEO of the operation and will maintain the team of employees at its head office in Bento Gonçalves.

Transaction

The closing price for the acquisition of all Bling shares is approximately of R\$ 524.3 million and is also subject to certain adjustments of net debt and working capital, which are usual in this type of transaction.

Additionally, the sellers may be entitled to receive an earnout, depending on the achievement of certain financial goals based on the net operating revenue of Bling and its subsidiaries. As a guarantee to the Company of certain indemnification obligations assumed by the sellers in the Bling Agreement, a portion of the earnout amount will be retained and, if not used or partially used for the payment of indemnity, its remaining balance may be released to the sellers, in accordance with the rules and procedures set forth in the Bling Agreement.

Pagcerto

Simultaneously with the execution of the Bling Agreement, the Company and Bling also entered into a purchase and sale agreement for the acquisition of all shares issued by Pagcerto Soluções em Pagamento S.A. ("Pagcerto" and "Pagcerto Agreement", respectively), a company that operates through a white label sub-acquirer platform and BaaS (banking as a service), services that will be integrated and used by Bling. The acquisition of Pagcerto will be carried out via Bling after it becomes controlled by the Company, that is, after the closing of the Transaction under the terms of the Bling Agreement.

Closing of Transactions

The closing of the transactions to acquire Bling and Pagcerto are subject to the fulfillment of certain conditions precedent, usual in this type of transaction, as set forth in the Bling Agreement and Pagcerto Agreement, including the approval of the Administrative Council for Economic Defense (CADE), in accordance with the applicable law.

The Company informs that it is still evaluating with its advisors whether the acquisition of Bling and Pagcerto will be subject to the terms of Article 256 of the Corporation Law and, if it is the case, if the shareholders will have withdrawn rights. IN case Article 256 of the Corporation Law applies, the Company will submit the transactions (as applicable) to the general shareholders meeting for ratification, pursuant to the applicable law.

The Company will keep its shareholders and the market in general timely and adequately informed about the subsequent facts and the conclusion of such transactions, in accordance with the applicable law.

Rafael Chamas Alves

CFO and IRO