



INFRACOMMERCE CXAAS S.A.

Publicly Held Company, with Authorized Capital
CVM Code No. 2574-7

CNPJ/ME nº 38.456.921/0001-36 | NIRE 35300557361

Av. das Nações Unidas, 12.901, 32º e 33º andares, Torre Norte do Centro Empresarial Nações Unidas | CEP
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ISIN Code of the Shares "BRIFCMACNOR8"
Shares Negotiation Code at B3: "IFCM3"

Infracommerce signs an agreement to incorporate Ecomsur and consolidates the leadership in Latin America

São Paulo, January 9, 2023: Infracommerce CXaaS S.A., "Infracommerce" or the "Company" (B3:IFCM3), pursuant to paragraph 4 of Article 157 of Law No. 6,404/1976 and CVM resolution no. 44, of August 23, 2021, informs its shareholders and the market in general that signed an agreement to incorporate 100% (one hundred percent) of shares of Ecomsur Holding S.A. ("Contract" and "Ecomsur", respectively).

The operation is subject to compliance with certain precedent conditions, including the approval of the merger of Ecomsur by the Company at a general meeting to be convened in due course.

In addition to the information contained in this Material Fact, the manual for the general shareholders meeting to be called will contain detailed information about the intended transaction.

The intended agreement is part of the strategy of the Company to grow in the Full Commerce sector in Latin America and is of great geographical complementarity, since Ecomsur operates strongly in Chile and Mexico, countries in which Infracommerce is not an absolute leader yet. With this transaction, Infracommerce will lead the E-commerce sector, in its segment, in all 8 countries in which it operates.

Founded in 2011 in Chile, where is based, Ecomsur also has operations in Mexico, Colombia, Peru and Panama, with its total revenue summed up in 2022 of approximately US\$24 million. In addition to the consolidation of operations in Colombia, Peru and Chile, countries in which Infracommerce is already present, the Company will also have greater exposure in Mexico, a strategic territory for its operations, which has the greatest growth potential of the E-commerce market in Latin America. Furthermore, this acquisition marks the entry of Infracommerce in Panama, which is a strategic hub for service of several countries, which was already in its future expansion plans.

Ecomsur has more than 400 employees and has its own OMS/WMS system, serving more than 70 customers and operating in an integrated and scalable way. Its digital services ecosystem is aimed at driving its diverse customers' omnichannel and direct-to-consumer strategy, with names such as Samsung, Levi's, Phillips, Pandora, and Hershey's.

Ecomsur was founded by the entrepreneur Mario Miranda and has grown exponentially supported by the private equity fund Igneous, based in Chile.

The purchase price of Ecomsur will be paid upon the delivery of shares, part of those issued by Infracommerce (16.3 million shares, representing a stake lower than 5% of the Company's share capital) and the other part issued by New Retail Limited (representing a minority stake of 20.5% of New Retail Limited), a subsidiary of Infracommerce that concentrates the Company's assets in Latin America.

The definition of the number of shares was based on amounts greater than R\$5.01, which was the price used in the capital increase by the private subscription of the Company in October 2022. Considering Infracommerce's current⁽¹⁾ share price, the purchase price has attractive multiples to the Company, being approximately 9 EV/EBITDA 23; 4 EV/ EBITDA 23 post synergies already identified; 0.7 EV/Net Revenue 23.

In addition to the immediate commercial synergy to expand multi-country services in its multinational client base, cost synergies were mapped, preliminary, in the order of R\$ 20 million, on an annualized basis. These initial synergies are focused on reducing expenses with technology, hosting, means of payment, administrative and logistical costs.

The Company shall submit it to the approval of the Extraordinary General Meeting ("EGM"), to be called in due course, according to Article 256 of the Brazilian Corporate Law, since the price per share is lower than the higher criteria provided for in item II of that article. There shall be no right of withdrawal for dissenting shareholders from the resolution of EGM, paragraph 2 of that article.

The Company will keep the market and its shareholders opportunely and properly informed of the following facts for closing the transaction, according to applicable law.

(1) Based on the closing price of 01/04/2023

About Infracommerce

Infracommerce provides a white-label e-commerce ecosystem to deliver on the Customer Experience as a Service (CXaaS) concept. The Company's solutions simplify the digital operations of every type of business – luxury market, large retailers, industrial -, from platform and data to logistics and payments. With a presence in Brazil, Mexico, Colombia, Peru, Chile, Argentina, and Uruguay, and about 4,000 employees, Infracommerce was awarded 2020 the Best Service Level in E-commerce, by the Brazilian Association of Electronic Commerce. For more information, visit ir.infracommerce.com.br

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