



DESKTOP S.A.

CNPJ No. 08.170.849/0001-15
Publicly-Held Company – CVM No. 2602-6

MATERIAL FACT

Merger of Wholly-Owned Subsidiary

DESKTOP S.A. (“**Company**” or “**Desktop**”), in compliance with the provisions of article 157, paragraph 4, of Law No. 6,404/76 (“**Brazilian Corporation Law**”), and for the purposes of the Brazilian Exchange and Securities Commission (“**CVM**”) Resolution No. 44, of August 23, 2021 (“**CVM Resolution 44**”) and CVM Resolution No. 78, of March 29, 2022 (“**CVM Resolution 78**”), hereby informs its shareholders and the market in general that the Company’s Board of Directors approved, at a meeting held on the date hereof, the terms and conditions of the proposed incorporation, by the Company, of the following wholly-owned subsidiaries: **(i) Netell Internet S.A.**, a corporation with head office in the city of Jaguariúna, State of São Paulo, at Praça Emilio Marconato, No. 708, Chácara Primavera, Zip Code 13916-140, registered in the National Register of Legal Entities of the Ministry of Finance (“**CNPJ**”) under the No. 18.270.560/0001-21, with its articles of incorporation duly filed with the Board of Trade of the State of São Paulo (“**JUCESP**”) under NIRE 35300581334 (“**Netell**”); and **(ii) Netion Soluções em Internet Via Rádio S.A.**, a corporation with head office in the city of Praia Grande, State of São Paulo, at Avenida Jairo de Camargo Martins, No. 1204, Fundos, Samambaia, Zip Code 11713-060, registered in the CNPJ under No. 09.106.583/0001-04, with its articles of incorporation duly filed with the JUCESP under NIRE 35300569181 (“**Netion**” and together with Nettel, the “**Merged Companies**”), with the consequent extinction of the Merged Companies (“**Merger**”), under the terms of the “*Protocolo e Justificação de Incorporação da Netell Internet S.A. e da Netion Soluções em Internet Via Rádio S.A. pela Desktop S.A.*”, entered into on this date (“**Merger Protocol**”).

The Company's Board of Directors also approved the calling of the Company's Extraordinary Shareholders' Meeting to be held, on first call, on October 2, 2023, at 5:00 pm, exclusively via remote and digital means, to resolve, among other things matters, on the Merger.

In compliance with the provisions of article 3 of CVM Resolution 78, of March 29, 2022, the main terms and conditions of the Merger are as follows:

1 Companies involved in the transaction and brief description of the activities carried out by them

1.1 Desktop S.A. – Acquiring Company. Desktop is a corporation with head office in the City of Sumaré, State of São Paulo, at Estrada Municipal Teodor Condiev, No. 970, 13th floor, Edifício Veccon Prime Center, Jardim Marchissolo, Zip Code 13171-105, registered in the CNPJ/ME under No. 08.170.849/0001-15, with registration as a securities issuer with the CVM, in category "A" with shares traded on the traditional listing segment of B3 SA - Brasil, Bolsa, Balcão (“**B3**”) whose corporate purpose is: to explore of activities of (i) multimedia communication services – SCM; (ii) switched fixed telephony services – STFC; (iii) cable pay television operator – SeAC; (iv) unspecified wireless telecommunications services; (v) provider of access to communications networks; (vi) wholesale trade of electronic

components and telephony and communication equipment; (vii) construction of telecommunications stations and networks; (viii) repair and maintenance of communication equipment; (ix) installation and electrical maintenance; (x) rental of other commercial and industrial machinery and equipment, without an operator; (xi) extrajudicial collection activities and registration information; (xii) Voice over internet protocol – VOIP provider; (xiii) technical support, maintenance and other information technology services; (xiv) data processing, application service provider and internet hosting and services; (xv) portals, content providers and other information services on the internet; and (xvi) provision of office and administrative support services

1.2 Netell Internet S.A. – Merged Company. Netell is a corporation, as described above, whose corporate purpose is to explore the activities of: (i) multimedia communication services – SCM; (ii) rental of other commercial and industrial machinery and equipment not previously specified, without an operator; (iii) technical support, maintenance and other information technology services; and (iv) development and licensing of non-customizable computer programs.

1.3 Netion Soluções em Internet Via Rádio S.A. – Merged Company. Netion is a corporation, as described above, whose corporate purpose is to explore activities of: (i) multimedia communication services – SCM; (ii) telecommunications network access providers; (iii) technical support, maintenance and services in information technology; (iv) repair, maintenance of computers and peripheral equipment; (v) pay-TV cable operators; (vi) pay-TV satellite operators; and (vii) construction of stations and telecommunications networks.

2 Description and Purpose of the transaction

The proposed transaction consists of the incorporation of the shareholders' equity of the Merged Companies, at their book values, by the Company, under the terms of article 227 of the Brazilian Corporation Law, with the consequent extinction of the Merged Companies and their succession by the Company, on a universal basis and without resolution of continuity, in all its assets and liabilities, rights and obligations, of any nature, equity or non-equity, with effect from the approval of the Merger Protocol by extraordinary shareholders' meetings to be held by the Company and the Merged Companies.

Considering that all shares issued by the Merged Companies are wholly owned by the Company, the Merger will not result in: (i) an increase in the Company's capital stock; (ii) the issuance of new shares by the Company; or (iii) any change in the Company's shareholding structure, therefore, there is no share exchange ratio.

The Merger aims to consolidate and integrate the Merged Companies' assets into the Company's corporate and operational structures. With this, the intention is to optimize and simplify existing structures, promoting increased efficiency, cost reduction, synergy gains and better operational, administrative, financial, accounting and management effectiveness for the parties.

3 Main Benefits, Costs and Risks of the transaction

3.1 Benefits. As informed above, the Merger is in line with the strategy of optimizing the Company's corporate and business structures. With this, the intention is to reduce costs in administrative areas and with the fulfillment of ancillary obligations, in addition to making

joint administration more efficient by generating the use of synergies, which will result in benefits of a patrimonial and financial nature for the Company and the Merged Companies.

3.2 Costs. The Company and the Merged Companies estimate that the total costs and expenses, including fees for legal and financial advisors and appraisers, related to the Merger, amount to approximately R\$ 50,000.00 (fifty thousand reais), which will be borne in full by the Company.

3.3 Risks. The Company's management does not foresee any material risks in the implementation of the Merger, in addition to those traditional to the type of business (market, economic, operational risk, etc.) and those described in the Company's Reference Form (*Formulário de Referência*).

4 Share Exchange Ratio

As informed in item 2 above, the Merger will not result in: **(i)** an increase in the Company's capital stock; **(ii)** the issuance of new shares by the Company; or **(iii)** any change in the Company's shareholding structure, therefore, there is no share exchange ratio.

5 Criteria for Fixing the Exchange Ratio

Not applicable, since there will be no share exchange ratio.

6 Main Assets and Liabilities that will form each portion Of Equity, in case of Spin-Off

Not applicable, since this is a merger transaction.

7 Submission of the transaction to Brazilian or Foreign Authorities

The Merger is not subject to prior consent or prior or subsequent notification to Brazilian or foreign authorities.

8 In transactions involving controlling companies, subsidiaries or companies under common control, the share exchange ratio calculated in accordance with article 264 of Law No. 6,404 of 1976

Not applicable, since there will be no share exchange ratio. Under the terms of the CVM Board's decision of February 15, 2018, in SEI Case No. 19957.011351/2017-21, it is not necessary to prepare the appraisal report referred to in article 264 of the Brazilian Corporation Law in transactions involving the merger of a wholly-owned subsidiary by a publicly-held parent company.

9 Applicability of the Withdrawal Right and Refund Value

The legal provisions referring to the withdrawal right limit such right to the shareholders of the Merged Companies; therefore, there will be no right of withdrawal for the Company's shareholder. Also, the provisions relating to the withdrawal right and, consequently, of the reimbursement amount, to the shareholder of the Merged Companies, do not apply, since

the Company will be the only shareholder of the Merged Companies on the date of the extraordinary general meeting of the Merged Companies that will resolve on the Merger.

10 Other Relevant Information

The specialized company **Agil Assessoria Empresarial Ltda.**, a limited liability company, with head office in the city of Sumaré, State of São Paulo, at Rua Izaira Ongaro Zagui, No. 74, Jardim São Carlos, enrolled in CRC SP 2SP 022915/O-0 and in CNPJ under No. 03.064.809/0001-75, was responsible for preparing the appraisal reports of the shareholders' equity of the Merged Companies under the terms and for the purposes of article 8 of the Brazilian Corporation Law, at book value and with a base date of 31 July, 2023.

In compliance with the provisions of article 3 of CVM Resolution 78 and the provisions of CVM Resolution No. 81, of March 29, 2022, as amended, the documents related to the Merger, including the Management Proposal and the Merger Protocol, are available of the Company's shareholders at the Company's headquarters and on the Company's (www.ri.desktop.com.br), CVM (www.gov.br/cvm) and B3 (www.b3.com.br) websites , and may be consulted by the Company's shareholders, pursuant to applicable regulations.

The Company's management will keep its respective shareholders informed of the development of the Merger.

Sumaré, September 8, 2023.

DESKTOP S.A.

Bruno Silva Carvalho de Souza Leão
Financial, M&A and Investor Relations Officer