



CVC BRASIL OPERADORA E AGÊNCIA DE VIAGENS S.A.

Publicly Held Corporation

CNPJ No. 10.760.260/0001-19

NIRE 35.300.367.596 | CVM Code No. 02331-0

MATERIAL FACT

CVC BRASIL OPERADORA E AGÊNCIA DE VIAGENS S.A. ("Company" or "CVC Corp"), in compliance with article 157, § 4, of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law"), and with the rules of the Securities and Exchange Commission of Brazil ("CVM"), in particular its Resolution No. 44, of August 23, 2021, announces to its shareholders and to the market in general that, on this date, it has entered into an Investment Agreement and Other Covenants with GJP Fundo de Investimento em Ações, an investment fund of the founder and former controller of the Company Guilherme Paulus ("Investor"), with the intervention and consent of certain investment funds managed by Opportunity which are current shareholders of the Company ("Shareholders"), through which the Investor undertook, subject to certain conditions being complied, to make an investment in the total amount of R\$75 million ("Investment"), through subscription and payment of shares issued by the Company within the scope of an eventual and future public offering of primary distribution of shares ("Potential Offering" and "Investment Agreement", respectively).

The Potential Offering and its terms and conditions, including volume and schedule, will be evaluated by the Company in line with the obligation assumed in the context of the reprofiling of its debt, as per the Material Fact disclosed on April 06, 2023, and the intermediary institutions and other advisors have already been engaged for this process, as informed in the Material Fact published today before the opening of the trading session.

Under the terms of the Investment Agreement, the investment obligation of the Investor, among other conditions precedent usual in this type of transaction, is subject to the fulfillment of the following conditions:

- (i) the allocations of shares in the context of the Potential Offering will be defined by its coordinators together with the Company (without the participation of the Investor), and the Investor's allocation shall correspond to the amount of the Investment at the price of up to R\$3.00 per share. The Investor will not participate, directly or indirectly,



of the bookbuilding process (i.e., the procedure for the collection of investment intentions by professional investors in the Potential Offering) and, therefore, of the pricing per share of the Potential Offering;

- (ii) the Potential Offering must be completed within sixty (60) days as from the date hereof and must be carried out in Brazil, in the non-organized over-the-counter market, pursuant to CVM Resolution No. 160, of July 13, 2022, as amended ("CVM Resolution 160"), under the automatic procedure, and may include efforts of placement abroad through operations exempt from registration, provided for in the U.S. Securities Act of 1933, as amended ("Securities Act") and in the regulations issued under the Securities Act. Additionally, at the Company's sole discretion, the Company may issue, as an additional benefit, subscription bonuses to the subscribers of the shares;
- (iii) in case, after granting priority to the Company's shareholder base under the terms of CVM Resolution 160, it is not possible to ensure the Investor the allocation of shares corresponding to the Investment amount, the Investor shall have the option, but not the obligation, to subscribe and pay in, at its sole discretion, part of the Investment, subject to the maximum price per share indicated above;
- (iv) the gross amount of the Potential Offering must correspond to at least R\$200 million and an additional potential fundraising amount, in the event of exercise of all the subscription bonuses offered, of at least R\$100 million; and
- (v) a voting agreement must be entered into between the Investor and the Shareholders, with the intervention of the Company, to temporarily regulate the joint voting commitment for the nomination, composition and election of members of the Board of Directors and of the Board of Officers, which does not have the purpose of creating a controlling block, as provided for in article 116 of the Brazilian Corporation Law ("Voting Agreement"). The Voting Agreement shall contain the obligation to call an extraordinary general shareholders' meeting of the Company to resolve on the election of the Board of Directors, pursuant to the Voting Agreement ("EGM").

In addition, from the date hereof and for a period of 90 days from the date of the EGM, the Investor and the Shareholders will be subject to a lock-up with respect to the shares subscribed for in the Potential Offering, if the Potential Offering is completed.



The Company further informs its shareholders and the market in general that, on the date hereof, the Board of Directors elected Mr. Fabio Martinelli Godinho to the position of Chief Executive Officer (CEO) of the Company, effective as of June 3, 2023, with a term of office until the date of the Annual General Shareholders Meeting of CVC Corp that resolves on the financial statements for the fiscal year ending on December 31, 2023.

Godinho worked at CVC Viagens as New Business officer in 2008, actively participating in the deal with the Carlyle Group and later as vice president of products and marketing of the Company, with active participation in the preparation for the Company's IPO in December 2013. He also worked for the airline company Webjet as CEO, where he led the transformation process of the business model of the airline to low cost until its sale to GOL in July 2011. He also served as CEO of the master franchise of Tim Hortons, Canada's largest coffee shop chain, responsible for the expansion of the chain in the United States. Between January 2018 and March 2022 he served as CEO of GJP Hotels & Resorts, Brazil's largest hospitality and leisure chain, now Grupo Wish, responsible for the general reorganization of the company until its sale to an investment fund in the largest transaction ever recorded in the sector in Brazil, concluded in September 2021. In May 2022, launched the proptech MyDoor, as CEO, debuting in the real estate market with the sale of high-end homes for 1/8 of the traditional value, with hospitality services, direct financing and unbureaucratic purchase. With a degree in business administration, an MBA from IBMEC-SP and specialization in Kellogg and The Wharton School, the executive has more than 20 years of experience in the market, combining expertise in the tourism and hospitality sectors with strategic business management.

Lastly, it should be noted that nothing in this Material Fact should be interpreted as a guarantee that the Potential Offering will be implemented, which is subject to corporate approvals and registrations and approvals as required by the applicable law. This Material Fact is merely informative and should not, under any circumstances, be interpreted as an investment recommendation, nor as an offer to acquire any securities issued by the Company.

This Material Fact is not an offer of securities for sale in the United States or any other jurisdiction. Any securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration, and any public offering of such



securities that may be made in the United States will be made by means of a prospectus that, in that case, might be obtained from the Company.

The Company reasserts its commitment to keep the market informed of any developments on this subject.

Santo André, June 2, 2023

Carlos Wollenweber

Finance and Investor Relations Officer