



INFRACOMMERCE CXAAS S.A.

Publicly-Held Company

CVM Code No. 2574-7

CNPJ/ME No. 38.456.921/0001-36 | NIRE 35300557361

Av. Doutor Cardoso de Melo, 1855, 15º andar, Jardim Paulistano | Zip Code 04.548-005, São Paulo/SP

Shares ISIN code "BRIFCMACNOR8".

Stock Trading code at B3: "IFCM3".

Clarification about the *Stock Options* Plan presented in the Management Proposal

São Paulo, April 11, 2022: Infracommerce CXaaS S.A., "Infracommerce" or the "Company" (B3:IFCM3), hereby presents to its shareholders and the market in general, the following clarifications about the new *Stock Options* Plan to be submitted to the Annual and Extraordinary Shareholders' Meeting to be held on April 28, 2022 ("AGOE"), as per the Management Proposal made available on March 28, 2022 ("Management Proposal").

As presented in the documents of the Company's IPO held in 2021, Infracommerce had a plan that contemplated 37,576,261 options ("Plan 1"). The options under Plan 1 have been granted, since 2012, in the early stages, as a way to encourage the founders to remain focused on the Company, and the employees who joined Infracommerce in such early stages of development to maintain their ties with the Company. For this reason, Plan 1 had as strike price values compatible with the valuation of Infracommerce at the respective times of grant, using as parameters financing rounds that took place while the Company was still traded only in the private market.

Even before the IPO, Plan 1 already had a significant portion of the options granted *vested*. In addition, since the IPO and up to the date of publication of the Management Proposal, 16,652,519 shares were issued as a result of the exercise of options granted within Plan 1 and are already included in the Company's shareholder base.

Therefore, the current maximum dilution of this plan (Plan 1) is 6.9% (20,923,742 shares) over the current share base of 281,636,472 shares, different from the 17.01% reported at the time, which referred to the dilution over the share base of February 19, 2021, prior to the IPO. The potential future dilution of the remaining 6.9% will occur over the next four years, as the options already granted in the context of Plan 1 are effectively exercised.

The Option Plan mentioned above was fundamental for the Company to reach its current stage of development.



The Future

In recent years, Infracommerce has shown significant growth in its key operating and financial metrics. In this period, in addition to robust organic growth, the Company acquired new businesses in Brazil and Latin America, adding scale and complementary lines of business.

While net revenue increased from R\$138.4 million in 2019 to a guidance provided to the market of R\$950 million in 2022, the number of employees tripled in the same period.

Infracommerce operates in a market of technology and infrastructure solutions for e-commerce in which human talent is a major differentiator. In addition, other companies that operate in this sector also use long-term attraction and compensation tools, such as Option Plans.

According to the Management Proposal, the Company presents a new Stock Options plan ("Plan 2") which, if approved, and the options fully granted and exercised, may represent up to 5% of the Company's capital, considering the capital stock on this date. In addition, Plan 2 contemplates sufficient options to be granted by the Board of Directors over the next four years.

Plan 2 aims to attract and retain talent from the market and from the last six acquisitions, with a focus on aligning these executives with the delivery of long-term results. This plan has Cliff (2 years), Vesting (4 years) and Strike Price (based on the market price of the Company's shares) rules, aligned with the best governance and market practices.

The Company understands that the creation of a new Stock Options plan, is fundamental for it to continue on the path of robust growth in a competitive market for talent.

With this Notice, the Management intends to clarify and provide more transparency, beyond what is stated in the documents previously disclosed, on a subject so relevant to all Shareholders.

About Infracommerce

Infracommerce provides a white label e-commerce ecosystem to deliver on the concept of Customer Experience as a Service (CXaaS). 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, Chile and Argentina, and about 4,000 employees, Infracommerce was awarded in 2020 the Best Service Level in Ecommerce, by the Brazilian Association of Electronic Commerce. For more information, visit ir.infracommerce.com.br

Contact

Investor Relations

Tel: +55 (11) 3848-1313 or +55 (11) 94009-7825
investor@infracommerce.com.br



Press Relations

Tel: +55 (11) 98244-4516
infracommerce@fsb.com.br