

Material Fact

Sale of Interest in MerchantE

CIELO SA (“Company” or “Cielo”) (B3: CIEL3 / OTC Nasdaq International: CIOXY), in compliance with the provisions of the CVM Resolution No. 44/2021, informs its shareholders and the market in general that its subsidiary Cielo USA Inc. entered – on 02/17/2022 – into an agreement for the sale of all shares of Merchant E-Solutions Inc. (“MerchantE”) to Sam I Acquisition Corp., an affiliate of Integrum Holdings L.P.. The total value of the transaction can reach up to US\$ 290 million, of which: (i) US\$ 140 million refers to an up-front amount to be paid on the closing date; and (ii) up to US\$ 150 million referring to an earn-out, which the calculation and execution are subject to future verification of certain conditions defined by the parties (“Transaction”).

The Transaction is part of Cielo’s strategy to increase focus on its core business in Brazil, in line with other divestments concluded during 2021¹. The Company’s Board of Directors approved the terms and conditions of the Transaction, and its closing is subject to the fulfillment of certain conditions that are usual to this type of deal.

Cielo reiterates its commitment to keep shareholders and the market in general adequately and timely informed in terms of applicable legislation.

Barueri, February 18th, 2022.

Gustavo Henrique Santos de Sousa
Chief Executive Officer and Investor Relations Officer

¹ Divestments in Orizon, Elo Platform, Bitz and Multidisplay/M4U, according to material facts disclosed on 01/07/2021, 03/31/2021, 09/14/2021 and 11/03/2021, available at CVM (<https://www.gov.br/cvm/pt-br>) and on the Company’s website (<https://ri.cielo.com.br/en/cvm-documents/>).