

## Material Fact

**CIELO S.A. – Instituição de Pagamento** (“Company”) (B3: CIEL3 / OTC: CIOXY), in compliance with the provisions of article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended (“Brazilian Corporation Law”), Resolution of the Brazilian Securities and Exchange Commission (“CVM”) No. 44, of August 23, 2021, as amended (“Resolution CVM 44”) and Resolution of the CVM No. 85, of March 31, 2022, as amended (“Resolution CVM 85”), hereby, informs its shareholders, the market in general and other interested parties that on this date, after the close of the market, it received a notice from its direct controlling shareholders (1) Quixaba Empreendimentos e Participações Ltda., limited liability company indirectly controlled by Banco Bradesco S.A. (“Bradesco”), with office in the City of Osasco, State of São Paulo, at Núcleo Cidade de Deus, Prédio Prata, 4th floor, Vila Yara, ZIP Code 06029-900, registered with the CNPJ/MF under No. 09.470.650/0001-75 (“Quixaba”), (2) BB Elo Cartões Participações S.A., publicly-held-company directly controlled by Banco do Brasil S.A. (“BB” and, jointly with Bradesco, the “Controlling Shareholders”), with office in the City of Brasília, Distrito Federal, at Setor de Autarquias Norte, Square 5, Block B, Tower I, 2nd floor, Asa Norte, registered with the CNPJ/MF under No. 05.105.802/0001-80 (“BB Elo”), along with (3) Elo Participações Ltda., limited liability company, with office in the City of Barueri, State of São Paulo, at Alameda Xingu, No. 512, 8th floor, Edifício Condomínio Evolution Corporate, Alphaville, ZIP Code 06455-030, registered with the CNPJ/MF under No. 09.227.099/0001-33 (“Elo Participações”), (4) Alelo Instituição de Pagamento S.A., public limited company, with office in the City of Barueri, State of São Paulo, at Alameda Xingu, 512, 3º, 4º e 16º (parte) andares, Edifício “Condomínio Evolution Corporate”, Alphaville, CEP 06455-030, registered with the CNPJ/MF under No. 04.740.876/0001-25 (“Alelo”) e (5) Livelô S.A., public limited company, with office in the City of Barueri, State of São Paulo, at Alameda Xingu, No. 512, 1st floor, rooms 101, 103 e 104, Edifício “Condomínio Evolution Corporate”, Alphaville, ZIP Code 06455-030, registered with the CNPJ/MF under No. 12.888.241/0001-06 (“Livelô”, jointly with Elo Participações and Alelo, as “Elopar Group Companies” and, together with Quixaba and BB Elo, the “Offerors”), the Elopar Group companies are jointly controlled by Bradesco and BB, informing of their decision to proceed with the conversion of the Company’s publicly-held company registration from category “A” to “B” issuer, with its consequent delisting from the special listing segment called Novo Mercado of B3 S.A. - Brasil, Bolsa, Balcão (“B3”), through the launch of a unified tender offer for the acquisition of common shares for both, the conversion of the Company’s registration as a publicly-held company from category “A” to “B” and the delisting from the special listing segment, in accordance with the applicable legislation and the Company’s bylaws (“Tender Offer”). The request for registration of the Tender Offer will be made on due course according to the applicable legislation.

The Tender Offer will be launched by the Offerors for the acquisition of up to all the ordinary shares issued by the Company, except for those held by the Offerors, directly or indirectly, and those held in treasury (“Tender Offer Shares”), on a unified basis for the purposes of (i) converting the Company’s registration as a category “A” public company to “B”; and (ii) delisting the Company from the special listing segment called Novo Mercado of B3. The price offered for each Tender Offer Shares will be R\$5.35 (five reais and thirty-five cents).

Elo Participações hired **BANK OF AMERICA MERRILL LYNCH BANCO MÚLTIPLO S.A.**, as an independent appraiser ("Appraiser"), to prepare the Company's appraisal report, pursuant to articles 9 and 22, item I, of Resolution CVM 85, article 4, paragraph 4, of the Brazilian Corporation Law, and article 43, item I, of the Novo Mercado Regulation, using December 31st, 2023, as the base date.

The period of 15 (fifteen) days for submitting any request provided for in paragraph 1 of article 4-A of the Brazilian Corporation Law and under the terms of article 28 of Resolution CVM 85 will start after the disclosure of the appraisal report pursuant to Resolution CVM 85, which shall be available to the market in the manner set forth by the applicable regulations.

**BANCO BRADESCO BBI S.A.**, a financial institution headquartered in the city of São Paulo, State of São Paulo, at Avenida Pres. Juscelino Kubitschek, No. 1.309, 10th floor, registered with the CNPJ/MF under No. 06.271.464/0073-93 will act as the intermediary institution for the Tender Offer, and will be responsible for the financial settlement, pursuant to article 8 of Resolution CVM 85.

In relation to the Company's American Depositary Receipts ("ADRs") traded on the organized over-the-counter market in the United States under the ticker "CIOXY", their holders may participate in the Tender Offer by cancelling their ADRs, redeeming the underlying Company Shares and selling these shares within the scope of the Tender Offer.

The Offerors inform that the realization of the Tender Offer depends on the fulfillment of certain conditions, including applicable legal and regulatory approvals from the competent governmental authorities.

Finally, the Company emphasizes that it will keep its shareholders and the market in general duly informed of any other relevant developments regarding the matters covered by this material fact, including any communications received from the Offerors, in compliance with the restrictions set out in the CVM rules and applicable legislation.

This material fact is for information purposes only and does not constitute an offer to acquire securities.

Barueri, February 5<sup>th</sup>, 2024.

**Filipe Augusto dos Santos Oliveira**

Chief Financial Officer and Investor Relations Officer