

**MARISA LOJAS S.A.**

Brazilian Taxpayers' Registry under

No. 61.189.288/0001-89

Publicly held Company

**NOTICE TO THE MARKET**  
**Related Party Transactions**

**MARISA LOJAS S.A.** ("**Company**"), in continuity with the material fact disclosed on April 13<sup>th</sup> and in compliance with the provisions of Resolution of the Brazilian Securities Commission (CVM) No. 80, of March 29, 2022, as amended ("**CVM Resolution 80**") hereby informs its shareholders and the market in general the following related party transactions:

**I – Description of the transaction, including: (a) the parties and their relationship with the issuer; and (b) the purpose and main terms and conditions**

The Company's Board of Directors, at a meeting held on April 12, 2023, approved the capitalization of the Company in the total amount of R\$90,000,000.00 (ninety million reais), carried out through subscription and payment by the Company's controlling shareholders, of the 7th (seventh), 8th (eighth) and 9th (ninth) issue of simple, non-convertible, unsecured debentures, in a single series, of the Company, privately placed ("Issues"), as detailed below:

7th (Seventh) Debentures Issue

The "Private Deed Instrument of the 7th (Seventh) Issuance of Simple Debentures, Non-Convertible into Shares, Unsecured, in a Single Series, for Private Placement, by Marisa Lojas S.A." was entered into on April 12, 2023, between the Company and Décio Goldfarb, the Company's controlling shareholder, under the following terms:

- (i) Total Issuance Value: R\$30,000,000.00 (thirty million reais).
- (ii) Nominal Unit Value: BRL 1,000.00 (one thousand reais)
- (iii) Number of Debentures: 30,000 (thirty thousand)
- (iv) Issue Date: April 12, 2023
- (v) Expiration Date: April 12, 2030
- (vi) Grace Period for Payment of Interest and Principal: 5 (five) years
- (vii) Allocation of Resources: capital increase in M Pagamentos S.A. - Crédito, Financiamento e Investimento, a joint-stock company, headquartered in the City of São Paulo, State of São Paulo, at Rua James Holland, nº 432, Sala 04, Barra Funda, CEP 01.138-000, enrolled under the CNPJ nº 07.747.410/0001-40 and at JUCESP under NIRE 35.300.326.849, an indirect subsidiary of the Company ("M Pagamentos").
- (viii) Characteristics of Debentures: simple, non-convertible into shares issued by the Company, object of private placement, unsecured.
- (ix) Remuneration: monthly equivalent to the CDI rate + 3% pa.

#### 8th (Eighth) Debentures Issue

The "Private Deed Instrument of the 8th (eighth) Issuance of Simple Debentures, Non-Convertible into Shares, Unsecured, in a Single Series, for Private Placement, by Marisa Lojas S.A." was entered into on April 12, 2023 between the Company and Marcio Luiz Goldfarb, controlling shareholder and member of the Company's Board of Directors, under the following terms:

- (x) Total Issue Amount: R\$30,000,000.00 (thirty million reais).
- (xi) Nominal Unit Value: BRL 1,000.00 (one thousand reais)
- (xii) Number of Debentures: 30,000 (thirty thousand)
- (xiii) Issue Date: April 12, 2023
- (xiv) Expiration Date: April 12, 2030
- (xv) Allocation of Funds: capital increase at M Pagamentos.
- (xvi) Characteristics of the Debentures: simple, non-convertible into shares issued by the Company, object of private placement, unsecured.
- (xvii) Remuneration: monthly equivalent to the CDI rate + 3% per annum.

#### 9th (Ninth) Debentures Issue

The "Private Instrument of Deed of the 9th (ninth) Issuance of Simple Debentures, Non-Convertible into Shares, Unsecured, in a Single Series, for Private Placement, by Marisa Lojas S.A." was entered into on April 12, 2023 between the Company and Denise Goldfarb Terpins, the Company's controlling shareholder, under the following terms:

- (i) Total Issue Amount: R\$30,000,000.00 (thirty million reais).
- (ii) Nominal Unit Value: BRL 1,000.00 (one thousand reais)
- (iii) Number of Debentures: 30,000 (thirty thousand)
- (iv) Issue Date: April 12, 2023
- (v) Expiration Date: April 12, 2030
- (vi) Allocation of Funds: capital increase at M Pagamentos.
- (vii) Characteristics of the Debentures: simple, non-convertible into shares issued by the Company, object of private placement, unsecured.
- (viii) Remuneration: monthly equivalent to the CDI rate + 3% per annum.

In addition to below-market interest rates, the Issues have characteristics of subordination in relation to other debts of the Company, considering that, even after the end of the grace period, amortization and interest payments will only occur if the Company has reported net debt / EBITDA ratios equal to or lower at 2.0x, and liquidity equal to or greater than 1.0x, in the quarter immediately preceding the scheduled payment date. Therefore, if the indices are out of compliance, there will be no payment and the amounts will be capitalized with the outstanding balance, until a new audited statement confirms that such indices are in compliance. Subsidiarily, the value of such installment(s) must be paid in full on the due date of the respective Issue.

More information about the Issues can be obtained (i) in the minutes of the meeting of the Company's Board of Directors held on April 12, 2023; and (ii) in the *"Private Deed Instrument of the 7th (Seventh) Issuance of Simple Debentures, Non-Convertible into Shares, Unsecured, in a Single Series, for Private Placement, by Marisa Lojas S.A."*, *"Private Deed Instrument of the 8th (Eighth) Issuance of Simple Debentures, Non-Convertible into Shares, Unsecured, in a Single Series, for Private Placement, by Marisa Lojas S.A."* and *"Private Instrument of Deed of the 9th (Ninth) Issuance of Simple Debentures, Non-Convertible into Shares, Unsecured, in a Single Series, for Private Placement, by Marisa Lojas S.A."* all entered into on April 12, 2023 and available on the Company's website (<https://ri.marisa.com.br/>) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), as applicable.

**II – If, when, in what way and to what extent the counterparty in the transaction, its partners or managers participated in the process (a) of the issuer's decision regarding the transaction, describing this participation; and (b) negotiation of the transaction as representatives of the issuer, describing this participation**

The Company's decision on the Issues was approved at a meeting of the Company's Board of Directors held on April 12, 2023, in compliance with the competence provided for in the Company's bylaws ("**Bylaws**"), with the resolutions being taken with the abstention of Mr. Marcio Luiz Goldfarb and Ricardo Goldfarb.

Previously, the operation was analyzed by the Audit, Risks and Compliance Committee and its approval by the Board was recommended, with abstention from Mr. Michel Terpins.

Likewise, in negotiations, the Company's interests were represented by representatives not linked to its controlling shareholder.

**III – Detailed justification of the reasons why the issuer's management considers that the transaction observed commutative conditions or provides for adequate compensatory payment, informing:**

**(a) if the issuer requested proposals, carried out any procedure for pricing, or tried in any other way to carry out the transaction with third parties, explaining, if not, the reasons why it did not do so or, if so, the procedures carried out and their results:**

The Company's management understands that the nature of the Capitalization operation through the issuance of Debentures is not compatible with the procedures for requesting proposals or pricing. The transaction is an integral part of the Capitalization Plan presented to the Central Bank of Brazil ("**BACEN**").

However, the Company, in the normal course of its activities, constantly analyzes potential sources of financing, with private institutions and the capital market. In the current context, however, the Company did not identify other sources of financing that presented viable conditions that were more favorable to the Company than those contained in the Issues.

**(b) the reasons that led the issuer to carry out the transaction with the related party and not with third parties:**

See answer to item a) above.

**(c) the detailed description of the measures taken and procedures adopted to guarantee the commutability of the operation:**

In order to guarantee the commutativity of the operation, the Company adopted the following procedures: (i) all negotiations, discussions and analyzes of the Issues by the Company were conducted by its administrators not linked to the Company's controlling shareholder; (ii) the representatives of the Company's controlling shareholder on the Company's Board of Directors did not participate in any discussion related to the Issues and the decision-making process that resulted in their approval; and (iv) the Issues were analyzed and approved by the Company's Board of Directors and the Audit, Risks and Compliance Committee without the participation of the members of the Company's Board of Directors linked to the controlling shareholder or appointed by him.

São Paulo, April 24<sup>th</sup>, 2023.

Joao Pinheiro Nogueira Batista

**CEO and IRO**