



**GETNET ADQUIRÊNCIA E SERVIÇOS PARA MEIOS DE PAGAMENTO S.A. –
INSTITUIÇÃO DE PAGAMENTO**

Publicly-Held Company with Authorized Capital

CNPJ/ME No. 10.440.482/0001-54

CVM Code 2614-0

MATERIAL FACT

GETNET ADQUIRÊNCIA E SERVIÇOS PARA MEIOS DE PAGAMENTO S.A. – INSTITUIÇÃO DE PAGAMENTO ("Getnet" or "Company"), following the Material Fact disclosed on May 19, 2022 and the Notice to the Market disclosed on May 27, 2022, informs its shareholders and the market in general, in the context of the Company's public delisting tender offer in Brazil the "Brazilian Offer") and public delisting tender offer in the United States of America (the "U.S. Offer" and, together with the Brazilian Offer, the "Offers"), that it received on the date hereof the appraisal report of Getnet, prepared by KPMG Auditores Independentes Ltda., the specialized company selected for the purposes of preparing the appraisal report, as resolved by the Company's Board of Directors in a meeting held on May 27, 2022 ("Appraiser" and "Appraisal Report", respectively).

According to the Appraisal Report, the Appraiser concluded that the economic value of Getnet as of March 31, 2022 was between R\$3,960,000,000.00 (three billion, nine hundred and sixty million Brazilian reais) and R\$4,350,000,000.00 (four billion, three hundred and fifty million Brazilian reais) or a price per unit (GETT11) in the range of R\$ 4.24 (four Brazilian reais and twenty-four cents) to R\$ 4.66 (four Brazilian reais and sixty-six cents), or in the range of R\$ 2.12 (two Brazilian reais and twelve cents) to R\$ 2.33 (two Brazilian reais and thirty-three cents) per common share (GETT3) or preferred share (GETT4), calculated based on the Discounted Cash Flow method. In the Appraiser's opinion as stated on the Appraisal Report, the Discounted Cash Flow method is the most adequate method to value Getnet, considering: (i) Getnet is an operational company; (ii) the discounted cash flow method takes into account the Company's business plan's perspective, as made available by the Company's Management to the Appraiser, its future profitability, and the consequent cash generation for its shareholders; and (iii) the valuation obtained through this method also considers the implicit appraisal of Company's intangible assets.

The Appraisal Report was made available simultaneously to the disclosure of this Material Fact, through the Sistema IPE of the CVM and B3 S.A. – Brasil, Bolsa, Balcão, and published in the Company's website (<https://ri.getnet.com.br>), under article 9, paragraph 4 of CVM Resolution No. 85, of March 31, 2022.

The Company will keep its shareholders and the market duly informed about the evolution of the Offers, in compliance with applicable regulations.

This Material Fact is for information purposes only and does not constitute a tender offer to purchase securities.

São Paulo, July 15, 2022.

Luciano Decourt Ferrari
Investor Relations Officer

Cautionary Statement Regarding Forward-Looking Statements

This announcement contains forward-looking statements within the meaning of the US Private Securities Litigation Reform Act of 1995. Forward looking statements may be identified by words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “will” or words of similar meaning and include, but are not limited to, statements about the expected future business and financial performance of Santander, PagoNxt Merchant Solutions and Getnet resulting from and following the implementation of the transaction described herein. These statements are based on management’s current expectations and are inherently subject to risks, uncertainties and changes in circumstance, including the satisfaction of closing conditions for the transaction, including regulatory approval, and the possibility that the transaction will not be completed. None of Santander, PagoNxt Merchant Solutions or Getnet undertake any obligations to update the forward-looking statements to reflect actual results, or any change in events, conditions, assumptions or other factors.

Important Additional Information And Where To Find It

The tender offer for the outstanding Shares, Units and ADSs of Getnet has not been commenced. This announcement is for informational purposes only and does not constitute an offer to purchase or a solicitation of an offer to sell Getnet Shares, Units and ADSs. The solicitation and offer to buy Getnet Shares, Units and ADSs will only be made pursuant to an offer to purchase and related materials. At the time the tender offer is commenced, PagoNxt Merchant Solutions will file a tender offer statement on Schedule TO with the SEC and thereafter, Getnet will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Investors and security holders are urged to read these materials (including an offer to purchase, a related letter of transmittal and certain other tender offer documents) carefully when they become available since they will contain important information, including the terms and conditions of the tender offer. The offer to purchase, solicitation/recommendation statement and related materials will be filed with the SEC, and investors and security holders may obtain a free copy of these materials (when available) and other documents filed by PagoNxt Merchant Solutions and Getnet with the SEC at the website maintained by the SEC at www.sec.gov. Investors and security holders may also obtain free copies of the solicitation/recommendation statement and other documents filed with the SEC by Getnet at ri.getnet.com.br/en/.