

**GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A.**

Publicly-held Company  
CNPJ/ME No. 09.229.201/0001-30  
NIRE 35.300.350.120

**NOTICE TO THE MARKET**

**GPS PARTICIPAÇÕES E EMPREENDIMENTOS SA** ("**GPS**" or "**Company**"), pursuant to article 157, paragraph 4, of Law 6404, dated as of December 15, 1976, as amended ("**Corporate Law**"), and Resolution No. 44 of the Brazilian Securities Commission (*Comissão de Valores Mobiliários – CVM*), dated as of August 23, 2021, continuing the disclosed on the Company's Material Fact dated December 15, 2021 and considering the closing of the 2nd (second) issuance of simple debentures, non-convertible into shares, in a single series, unsecured, with additional guarantee by Top Service Serviços e Sistemas S.A., a subsidiary of the Company, headquartered in the City of São Paulo, State de São Paulo, at Avenida Miguel Frias e Vasconcelos, nº 1205, 1st floor, Bairro do Jaguaré, CEP 05.345-000, registered with the CNPJ/ME under nº 00.973.749/0001-15 ("**Top Service**", "**Debentures**" and "**Issuance**", respectively), as well as for the registration of the "*Instrumento Particular de Escritura da 2ª (Segunda) Emissão de Debêntures Simples, Não Conversíveis em Ações, da Espécie Quirografária, com Garantia Adicional Fidejussória, em Série Única, Para Distribuição Pública, Com Esforços Restritos, da Top Service Serviços e Sistemas S.A.*" at the Commercial Registry of the State of São Paulo ("**JUCESP**") under No. ED004340-0/000, informs its shareholders and the market in general the placement of all the offered Debentures, which consisted in 750,000 (seven hundred and fifty thousand) Debentures, with a par value of BRL 1,000.00 (one thousand reais), in the total amount of BRL 750,000,000.00 (seven hundred and fifty million reais), with an accruing interest corresponding to the accumulated variation of 100% (one hundred percent) of the average daily rates of the DI - Interbank Deposits of one day, "over extra group", expressed as a percentage per year, based on 252 (two hundred and fifty and two) Business Days, calculated and published daily by B3 ("**DI Rate**"), exponentially increased by a spread of 2.15% per year, based on 252 (two hundred and fifty-five two) Business Days ("**Remuneration**").

The documents related to the Issuance, the Debentures and to Top Service are available on the Company's websites ([www.ri.gpssa.com.br](http://www.ri.gpssa.com.br)), Top Service ([www.gpssa.com.br/relacao-institucional/](http://www.gpssa.com.br/relacao-institucional/)), B3 ([www.b3.com.br](http://www.b3.com.br)) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), as applicable.

**This Notice to the Market has informational purposes only, according to the regulations in force, and shall not be interpreted and/or considered, for all legal purposes, as material for the sale and/or disclosure of the Debentures or the Restricted Offer.**

São Paulo, January 5, 2022.

**Maria Elsa Alba Bernhoeft**  
Investor Relations Officer