

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A.

Publicly-held Company

CNPJ/ME n° 09.229.201/0001-30

NIRE 35.300.350.120

MATERIAL FACT

GPS PARTICIPAÇÕES E EMPREENDIMENTOS S.A. (“**GPS**” or “**Company**”), pursuant to article 157, paragraph 4, of Law No. 6,404, dated December 15, 1976, as amended (“**Brazilian Corporate Law**”), and the Brazilian Securities Commission (Comissão de Valores Mobiliários) Resolution No. 44, dated August 23, 2021, hereby informs its shareholders and the general market that, as resolved at the Board of Directors meeting held on May 4th, 2023, it was approved the transaction, to be carried out by Top Service Serviços e Sistemas S.A. (“**Purchaser**”), an entity controlled by the Company, consisted of the subscription and purchase of new ordinary, nominative and no-par value shares, to be issued by TLSV Engenharia Ltda. (“**TLSV**”), which, in the end, it will represent 70% (seventy percent) of the shares representing the capital stock of TLSV (“**Transaction**”).

TLSV provides telecommunications network maintenance, access network maintenance, installation of telecommunication systems, infrastructure, CCTV, optical fiber and cable TV maintenance services in the states of Rio Grande do Sul and Paraná, and it has recorded gross revenue of approximately R\$ 107 million in the last twelve months (LTM) that ended May 31, 2023.

The Private Instrument of Investment Agreement and Other Covenants related to the Transaction was entered into today, and the closing of the Transaction is conditional on fulfilling the obligations and conditions precedent usual in this type of transaction, including its submission for approval by the Administrative Council for Economic Defense – CADE.

Finally, the Company clarifies that, since it has been carried out by Purchaser, the Transaction does not depend on the resolution of the Company’s General Meeting, pursuant to article 256 of Brazilian Corporate Law.

The Company will keep its shareholders, and the market informed on any relevant developments regarding the matter disclosed herein.

São Paulo, June 28, 2023.

Maria Elsa Alba Bernhoeft
Investor Relations Officer