

LWSA S/A

Publicly Held Company

CNPJ nº 02.351.877/0001-52

NIRE 35.300.349.482

MATERIAL FACT

São Paulo, February 7th, 2025 - **LWSA S/A** ("**Company**", "**LWSA**" or "**Merger Company**"), in compliance with the Resolution of the Brazilian Securities and Exchange Commission ("**CVM**") No. 44, dated August 23, 2021, with the CVM Resolution No. 78, dated March 29, 2022 ("**CVM Resolution No. 78**") and to the provisions of paragraph 4, of article 157 of the Brazilian Law No. 6,404, dated December 15, 1976, as amended ("**Brazilian Corporate Law**"), hereby informs the general market that the management of the Company and of the following companies wholly-owned by the Company: (a) LwK Hosting Participações Ltda., limited liability company, headquartered at Rua Itapaiúna, nº 2.434, 2º andar, Parte I, Jardim Morumbi, Zip Code 05.707-001, in the City of São Paulo, State of São Paulo, enrolled with the National Registry of Legal Entities ("**CNPJ**") under No. 30.653.994/0001-06 ("**LwK**"); and (b) Locaweb Commerce Holding Ltda., limited liability company, headquartered at Rua Itapaiúna, nº 2.434, 1º andar, Sala 03, Jardim Morumbi, Zip Code 05.707-001, in the City of São Paulo, State of São Paulo, enrolled with the CNPJ under No. 38.261.528/0001-97 ("**LwCommerce**" and, jointly with LwK, "**Merged Companies**"), executed, on this date, respectively, the (i) "Protocol and Justification of the Merger of LwK Hosting Participações Ltda. into LWSA S.A." ("**LwK's Protocol**"); (ii) "Protocol and Justification of the Merger of Locaweb Commerce Holding Ltda. into LWSA S.A." ("**LwCommerce's Protocol**" and, jointly with LwK's Protocol, "**Protocols**"), for the purpose of determining the terms and conditions of the possible mergers of LwK and LwCommerce into the Company (jointly, the "**Mergers**"), being the Protocols, the Mergers and other pertinent matters to be submitted for resolution by the Company's shareholders at the Extraordinary General Meeting convened for 3:00 p.m. on February 28, 2025, pursuant the to applicable law ("**EGM**").

The Company, in compliance with article 3rd, *caput* and Annex A of CVM Resolution 78, provides the following information regarding the Mergers:

1. Identification of the companies involved in the transaction and brief description of the activities performed by each of them.

LWSA: The purpose of LWSA is, in summarized way: (i) to render services of information technology; (ii) advisory and consultancy services in information technology; (iii) technical support in information technology; (iv) storage or hosting of data, texts, images, videos, pages or "sites" and "mailboxes / electronic mail"; (v) applications and information systems, among others; (vi) development and licensing of computer programs; (vii) consulting in advertising and propaganda; (viii) creation and production of advertising campaigns; (ix) administration of own

assets; (x) participation in other companies, whether entrepreneurial or not; (xi) brokerage, intermediation, mediation of business and/or services in general; and, furthermore, (xii) practice of any correlated or accessory activities necessary or useful to the achievement of the corporate/economic activities provided for above.

LwK: The purpose of LwK is, in summarized way, to participate, directly or indirectly, in other legal entities and companies, whether domestic or foreign, as a partner, shareholder or quotaholder.

LwCommerce: The purpose of LwCommerce is, in summarized way, the activity of holding of non-financial institutions.

2. Description and purpose of the transaction.

The managements of the Company and of the Merged Companies propose, for approval of their respective shareholders/quotaholders, a corporate reorganization which will consist of the mergers of the Merged Companies into LWSA and the consequent extinguishment of the Merged Companies, with succession of all their assets, rights, and obligations by LWSA, under the terms of articles 224 to 227 of the Brazilian Corporate Law. Due to the Mergers, (i) all properties, rights, obligations, assets, and liabilities of the Merged Companies will be transferred to the Merger Company; and (ii) the headquarters of: (a) LwK, at Rua Itapaiúna, nº 2.434, 2º andar, Parte I, Jardim Morumbi, Zip Code 05.707-001, in the City of São Paulo, State of São Paulo; and (b) LwCommerce, at Rua Itapaiúna, nº 2.434, 1º andar, Sala 03, Jardim Morumbi, Zip Code 05.707-001, in the City of São Paulo, State of São Paulo, will be extinguished. Therefore, the Mergers, among other advantages, are justified for the following reasons: (i) as LWSA and the Merged Companies belong to the same economic group, the Mergers will bring considerable administrative and economic benefits to them, as well as the consequent operational simplification leading to the reduction of costs incident on the operations and activities performed by them; (ii) the union of efforts will facilitate business administration, the adequate management of assets and resources, as well as the rationalization of their processes, reduction of costs and expenses; and (iii) the Mergers are imposed as a measure to rationalize the activities and resources of the corporate group in which LWSA and the Merged Companies are currently inserted in.

3. Main benefits, costs, and risks of the transaction.

The Company believes that the Mergers will contribute to the reduction of operating costs and an administrative optimization, bringing gains to the parties and meeting its best social interests. There are no relevant costs involved in the Mergers. The Company estimates that the total cost and expenses, including the fees of the legal and financial advisors, appraisers, and auditors, in connection with the Mergers, will amount to, approximately R\$ 115,560.00 (one hundred and fifteen thousand, five hundred and sixty reais), an amount which will not necessarily be fully used. The Company does not foresee significant risks caused by the implementation of the Mergers.

4. Exchange ratio of shares.

Not applicable, since the Company owns all quotas issued by the Merged Companies and, therefore, the Mergers will not result in the issuance of Company's shares. Moreover, the Mergers will not result in any change to the Company's capital stock, issue of new shares nor a dilution of the Company's shareholders, since the Company owns all quotas issued by the Merged Companies.

5. Criteria for establishing the exchange ratio.

Not applicable, since there will be no exchange ratio, as justified in item 4 above.

6. Main asset and liability elements that will form each portion of the equity in case of a spin-off.

Not applicable, considering this is not a spin-off.

7. If the transaction was or will be submitted to the approval of Brazilian or foreign authorities.

The transaction will not be submitted to the approval of Brazilian or foreign authorities.

8. In transactions involving controlling companies, controlled companies or companies under common control, the share exchange ratio calculated in accordance with art. 264 of Law N° 6,404, of 1976.

Not applicable, given that there will be no exchange ratio, as justified in item 4 above. Furthermore, as stated in the CVM Board Meeting Information No. 06 dated February 15, 2018, within the scope of CVM Process No. 19957.011351/2017-21, and according to item 7.4 of Circular/Annual Letter 2024 issued by the Superintendence of Relations with Companies (SEP) of the CVM on March 7, 2024, the CVM expressed its understanding regarding the inapplicability of article 264 of the Brazilian Corporate Law in mergers of wholly-owned subsidiaries by their publicly-held parent company. Since there are no non-controlling shareholders, the fundamental condition provided in this provision would not be present, an understanding that applies to the Mergers.

9. Applicability of the right to withdraw and reimbursement amount.

There shall be no right of withdrawal for LWSA shareholders who dissent or abstain from the EGM of LWSA that will resolve on the Mergers.

10. Other relevant information.

The documents relating to the Mergers have been made available in connection with the Management Proposal for the EGM, pursuant to the applicable regulations, on the following websites: "<http://ri.lwsa.tech/en>", "<https://www.gov.br/cvm/en-us>" and "www.b3.com.br/en-us".

Andre Kinjo Kubota

CFO and IRO