

LOCAWEB SERVIÇOS DE INTERNET S.A.

Publicly held Company
CNPJ 02.351.877/0001-52
NIRE 35.300.349.482

MATERIAL FACT

São Paulo, December 14th, 2020 – **Locaweb Serviços de Internet S.A.** ("Company") pursuant to the Rule of the Brazilian Securities Commission ("CVM") No. 358, of January 3, 2002, as amended, and the provisions of Paragraph 4 of Article 157 of Law No. 6404, of December 15, 1976, as amended ("Corporations Law"), hereby informs the market that, on the date hereof, it was signed a Quota Purchase and Sale and Other Covenants Agreement between the Company's whole-owned subsidiary **Locaweb Commerce S.A.** ("Locaweb Commerce") and the quotaholders of **Melhor Envio Ltda.** ("Melhor Envio"), with the Company as an intervening and consenting party and as guarantor of Locaweb Commerce, to regulate the acquisition of the totality of the corporate capital of Melhor Envio by Locaweb Commerce ("Transaction").

About the Acquisition

Melhor Envio, founded in 2015 in the city of Pelotas, offers a logistics platform that connects small and medium-sized retailers to the main carriers and logistics companies in Brazil without the need to negotiate individual contracts, thus optimizing the management of your logistics. Through the Melhor Envio system, it is possible to quote freight simultaneously from several carriers, hire the shipping service online and track it intelligently, following the movement of the package until it reaches the recipient. Without monthly fees, or any minimum shipping limit, retailers have access to differentiated and extremely competitive prices and only pay for shipments made using the platform.

With this transaction, Locaweb, which already has the most complete ecosystem of solutions for E-commerce, with a virtual store platform, payment solutions, integration with marketplaces, subscription management and more than 328 integrations, reinforces

its performance in the logistics, and continues to consolidate itself as the best option to digitize the Brazilian retailer.

As Locaweb, Melhor Envio has also shown strong growth. The net revenue, which in 2019 was R\$ 8 million, will exceed R\$ 30 million in 2020, reaching more than 7 million paid items and almost 100 thousand active customers in the base.

Following the Company's operating model in other acquisitions, Mrs. Bruno Centurião, Éder de Macedo Medeiros and Maurício Madruga de Mesquita, founding partners of Melhor Envio, will remain in the Melhor Envio operation, within the Locaweb Commerce unit.

Transaction

The purchase price for the acquisition of all quotas of Melhor Envio is R\$ 83 million, and, as a guarantee to Locaweb Commerce with respect to certain indemnification obligations assumed by the sellers in the Agreement, a portion of this amount will be retained by Locaweb Commerce and may subsequently be released to the sellers, in accordance with the rules and procedures set forth in the Agreement. The purchase price is also subject to certain adjustments of net debt and working capital, which are usual in this type of transaction.

Additionally, the sellers may be entitled to receive an earnout, depending on the achievement of certain financial goals based on the net operating revenue of Melhor Envio.

The acquisition of Melhor Envio by Locaweb Commerce was concluded on the date hereof and the parties are only expected to comply with certain post-closing obligations which are customary in this type of transaction.

The acquisition of Melhor Envio was performed by Locaweb Commerce, a subsidiary of the Company in which Locaweb's Group will gather most of its e-commerce operations.

The Company will keep the market and its shareholders timely and adequately informed about the subsequent facts to the closing of the Transaction, in accordance with the applicable legislation.

Rafael Chamas Alves
CFO and IRO