

LOCAWEB INTERNET SERVICES S.A.

Publicly Held Company

CNPJ/ME 02.351.877/0001-52

NIRE 35.300.349.482

MATERIAL FACT

São Paulo, August 02nd, 2021 - **Locaweb Serviços de Internet S.A.** ("Company") pursuant to the Rule of the Brazilian Securities and Exchange Commission of Brazil ("CVM") nº 358, of January 3, 2002, as amended, and the provisions of Paragraph 4 of article 157 of Law No. 6.404, of December 15, 1976, as amended ("Corporation Law"), hereby informs the market that, on the date hereof, it was signed a Quota Purchase Agreement between the Company and the quotaholders of **Octadesk Ltda.** ("Octadesk" and "Agreement", respectively), regulating the acquisition of the totality of Octadesk's capital stock by the Company ("Transaction").

About the Acquisition

Founded in 2015 in the city of São Paulo, Octadesk is a platform for small and medium-sized companies enabling them to better relate to their customers at all stages of their journey (marketing, sales, and customer service), in real time and across multiple channels such as WhatsApp, chat, Instagram, email, among others, organizing their interactions in a single place. Providing automation and scale through chatbots, pre-programmed virtual assistants and technology embedded in Artificial Intelligence, the platform has the capacity to make conversations humanized, improving the customer relation experience and boosting the companies' results in all digital channels.

Through a conversation, Conversational Commerce, which is gaining great relevance in global commerce, enables consumers to obtain information about products, shopping links, conversion, support, answers to questions, requests, evaluations, among other interactions, harnessing the best of the physical world (personalized human service) into a virtual interaction. Solutions of this type, which until recently were a reality only for large companies, nowadays with Octadesk are also at the reach of small and medium-sized companies.

With this transaction, Locaweb takes another important step in its strategy to attain the most complete ecosystem of technology solutions for SMEs, entering the segment of Conversational Commerce, reinforcing the Company's social commerce strategy, with strong and immediate synergy with the Locaweb e-commerce customers, services, industry, and other verticals.

Much like Locaweb, Octadesk has pointed to strong growth in 2021. Daily, the platform manages over 3 million conversations between businesses and consumers, with an annual recurring revenue (ARR) of R\$ 25 million, representing a growth of approximately 100% YoY.

Following the Company's model in other acquisitions, the founding partners of Octadesk, Mr. Rodrigo Ricco and Mr. Leandro Ueda will remain in the operation along with their team of employees.

Transaction

The closing price for the acquisition of all quotas of Octadesk is approximately R\$102 million. The closing price is 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 targets calculated based on the net operating revenue of Octadesk. As a guarantee to the Company of certain indemnification obligations assumed by the sellers in the Agreement, a portion of the price will be retained by the Company and may be subsequently released to the sellers in accordance with the rules and procedures set forth in the Agreement.

The acquisition of Octadesk by the Company 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 Company informs that it is still evaluating with its advisors whether the acquisition of Octadesk will be subject to the terms of Article 256 of the Corporation Law and, if it is the case, if the shareholders will have withdrawn rights. In case Article 256 of the

Corporation Law applies, the Company will submit the Transaction to the general shareholders meeting for ratification, pursuant to the applicable law.

The Company will keep its shareholders and the market in general timely and adequately informed about the subsequent facts and the conclusion of such transactions, in accordance with the applicable law.

Rafael Chamas Alves

CFO and IRO