

LOCAWEB SERVIÇOS DE INTERNET S.A.

Publicly held Company
CNPJ 02.351.877/0001-52
NIRE 35.300.349.482

MATERIAL FACT

São Paulo, October 29, 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, hereby informs the market that, on the date hereof, the Company's Board of Directors approved the formalization of a binding proposal ("Proposal") for the acquisition of up to 100% (one hundred percent) of the total share capital (on a fully diluted basis) of **Vindi Tecnologia e Marketing S.A.**, a company that offers solutions in the subscription model (plans and monthly fees) and combines recurring charge software with a payment platform ("Vindi" and "Operation", respectively).

On the date hereof, the Proposal has already been accepted by shareholders representing 79.33% (seventy-nine point thirty-three percent) of Vindi's total share capital (on a fully diluted basis), including the three founding shareholders who are also the main Vindi executives.

For the purposes of the Proposal, Vindi was valued at R\$ 180.0 million, considering an acquisition of 100% (one hundred percent) of its total share capital (on a fully diluted basis), a net debt equal to zero and working capital at normal levels. In addition, the closing price will also be subject to certain adjustments to net debt and working capital, which are usual in this type of transaction, and the founding shareholders mentioned above will be entitled to receive any earnout, depending on the achievement of certain financial goals calculated based on Vindi's net operating revenue.

The deadline for acceptance of the Proposal by the other Vindi shareholder expires on December 5th, 2020, at 8 pm, and the conclusion of the transaction may involve an

acquisition of interest between 79.33% (seventy-nine point thirty-three percent) and 100% (one hundred percent) of Vindi's total share capital (on a fully diluted basis) and is subject to terms and conditions set forth in Vindi's current shareholders' agreement.

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

Rafael Chamas Alves
CFO and IRO