

LOCAWEB SERVIÇOS DE INTERNET S.A.

Publicly held Company
CNPJ 02.351.877/0001-52
NIRE 35.300.349.482

MATERIAL FACT

Locaweb acquires Dooça Commerce platform and reinforces its leadership in e-commerce solutions for SMEs

São Paulo, February 18, 2021 – **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, was executed a Quota Purchase and Sale and Other Covenants Agreement between the Company's wholly owned subsidiary **Tray Tecnologia em Ecommerce Ltda.** ("Tray") and the quotaholders of **Dooça Tecnologia da Informação Ltda.** ("Dooça"), to regulate the acquisition of the totality of the capital stock of Dooça by Tray ("Dooça's Transaction") with the Company as an intervening and consenting party.

About the Acquisition

Founded in 2015 in Novo Hamburgo, Rio Grande do Sul, Dooça Commerce is a virtual store platform focused on SMEs, which helps merchants to create, set up and manage their virtual stores and sell online. With the acquisition, the Company, which already has a prominent role and leadership in the segment with Tray, consolidates itself in this market that presented a strong acceleration in 2020.

Dooça presented in 2020 a growth of more than 650% in the number of active clients and an ARR (Annual Recurring Revenue) of R\$ 5 millions, resulting entirely from subscription revenue for the use of the platform.

The plans for the acquisition and capture of synergies include Dooça in the Company's robust Commerce ecosystem, offering to all of Dooça's customer base Yapay's payment solution, integrations with more than 30 marketplaces and Store-in-Store offered by

Ideris, Melhor Envio logistics solutions, Vindi's recurring payment APIs and the entire digital marketing portfolio with Social Miner and All In.

Following the Company's operating model in other acquisitions, the founding partners Dieter Fritsch, Gustavo Metz e Maicol Rafael Bruski, will remain in the operation and will maintain the team of employees.

Transaction

The closing price for the acquisition of all quotas of Dooça is R\$26.5 million, and, as a guarantee to Tray with respect to certain indemnification obligations assumed by the sellers in Dooça's Agreement, a portion of this amount will be retained by Tray and may subsequently be released to the sellers of Dooça, in accordance with the rules and procedures set forth in Dooça's Agreement. The closing price is also subject to certain adjustments of net debt and working capital, which are usual in this type of transaction.

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

The acquisition of Dooça by Tray 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 acquisitions of Dooça was performed by Tray, a wholly owned subsidiary of the Company, therefore the Transaction is not subject to the procedures set forth in article 256 of the Corporations Law.

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