

BOA VISTA SERVIÇOS S.A.
Publicly-held Company
CNPJ/ME No. 11.725.176/0001-27
NIRE 35.300.377.605

MATERIAL FACT

Boa Vista Serviços S.A. (B3: BOAS3; “Company”), pursuant to CVM Ruling No. 358/2002 and Section 27 of the Novo Mercado Segment Regulation, and in compliance with Section 157, 4th paragraph, of Law No. 6.404/76 (“Corporations Law”), informs its shareholders and the market that, in addition to the material fact disclosed on March 11, 2021, it has successfully completed, on the present date, the acquisition of 100% of Konduto Internet Data Technology S.A. (“Konduto”), one of the leading companies in the supply of antifraud solutions in Brazil, which main focus is to enhance security of the operations of virtual stores, fintech companies and payment options companies, by opposing fraud within digital transactions.

Therefore, the Company herein informs that, after the completion of the conditions precedent set forth in the Share Purchase, Sale and Merger Agreement, including holding an Extraordinary General Shareholders Meeting of the Company on July 13, 2021, under which Konduto’s acquisition was approved by the Company’s shareholders (“GSM”), all necessary measures for the implementation of the transaction were taken, including (i) the acquisition of shares representing 72.2% of the corporate capital of Konduto, in exchange for the payment of an amount, in national currency, of BRL 122,454,566.03, provided that this amount will be subject to adjustments arising from working capital and net debt variations until the closing of the transaction, based on a special balance sheet to be prepared within 60 business days after the closing of the transaction; and (ii) the merger of the shares of Konduto (immediately after the effects of the acquisition), representing 27.8% of the corporate capital of Konduto, in exchange for the delivery, to certain shareholders of Konduto of (a) 2,884,513 common shares issued by the Company, and (b) 2 warrants, at an issue price of BRL 10,113,302.00, which will entitle such shareholder the right to subscribe up to 1,955,620 common shares of the Company, therefore the Company becoming the holder of the totality of the corporate capital of Konduto (“Transaction”).

This acquisition is aligned with one of the fundamental cornerstones of the Company’s strategy of increasing the offer of products and solutions to its clients and consumers by means of its leadership on the development and implementation of high analytical content solutions, which benefits from our increasing focus to comply with the changes of an increasing digital world.

As already informed to the market by means of the Management Proposal disclosed under the GSM, the Company's shareholders who did not participate in the GSM or who dissented from the Transaction may exercise their withdrawal rights in connection with the shares held uninterruptedly from March 11, 2021 until the end of the 30-day term as of the date in which the minutes of the GSM are published.

The refund amount per share to be paid to the shareholders who decide to exercise their withdrawal rights is of BRL 3.401628513. Pursuant to Section 45, 1st paragraph, of the Corporations Law, the refund amount was calculated based on the net equity of the Company indicated in the Financial Statements relating to the fiscal year ended on December 31, 2020, as approved under the Ordinary and Extraordinary General Shareholders' Meeting of the Company held on April 26, 2021.

Finally, considering that the resolution in connection with the Transaction occurred more than 60 days after the date of the Financial Statements relating to the fiscal year ended on December 31, 2020, the dissenting shareholders will have the right to request, together with the refund request, the preparation of a special balance sheet, in accordance with article 45, 2nd paragraph, of the Corporations Law.

RGS Partners acted as exclusive financial advisor and Mattos Filho as the legal advisor of the Company under the Transaction.

August 5, 2021

Isolirio Schoneborn
Investors Relations and Chief Financial Officer