

VIA S.A.

Authorized Capital Publicly Held Company

Corporate Taxpayer's ID (CNPJ/ME): 33.041.260/0652- 90

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NOTICE TO THE MARKET

Acquisition of logtech CNT consolidates Via's fulfillment and fullcommerce operations

VIA S.A. ("Via" or "Company") hereby informs its shareholders and the market in general that, it has entered into an agreement for the acquisition of all the capital stock of logtech CNT through its subsidiaries on this date, accelerating the agnostic offering of fulfillment and fullcommerce services in Brazil's e-commerce.

M&A Rationale

This transaction is well aligned with our strategy of consolidating our position as one of the leading e-commerce players in Brazil. The acquisition of CNT brings as a key strategic advantage the offer of an exclusive package of logistics solutions for e-commerce operations and should enable a rapid and consistent improvement in the level of service provided to Via's customers and Marketplace sellers, especially with regards to the shopping experience and delivery speed of orders. This transaction brings dilution of logistics costs besides contributing to (i) improvement in Via's NPS (Net Promoter Score), (ii) increase in LTV (Life-Time-Value) and (iii) reduction of CAC (Customer Acquisition Cost). In addition, the acquisition of CNT expands the portfolio of services to the partners of our current ecosystem, generating agnostic cross-selling opportunities to current and new potential partners or industries seeking complete e-commerce solutions.

Valuation

The transaction amount is composed of a fixed and a variable component, the latter part is associated with the achievement of certain operating metrics and the stability of key executives of CNT with Via. Considering only the fixed portion of the deal, the price paid implies a multiple of approximately 0.20x GMV 2021. This M&A shows Via's discipline in identifying M&A transactions that create and unlock value for its business.

About CNT

CNT is a logtech specialized in complete offerings for e-commerce, multi-marketplace and plug & play platform platforms, working mainly in (i) fulfillment and (ii) fullcommerce (white label) through customized solutions based on proprietary technology. CNT has extensive experience in the sector, with a track record of 11 years in fulfillment and 4 years in fullcommerce. It has three distribution centers strategically located in Barueri/SP, Serra/ES and Lauro de Freitas/BA. Its client portfolio is diversified and includes well-known brands such as Café Pilão, Goodyear, Gradiente, CIMED, Jafra, Santa Lolla and Kraft Heinz. Its client churn is 5% and the retention rate of contracts is 92%, confirming the added value of CNT's solutions and services. In addition, the SLA level is around 99% and its operations are in compliant with ISO 9001 standards. Its founding partners, who will also become Via's executives, have over 15 years of experience in the technology, logistics and e-commerce segments.

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Conclusion

Via believes in the power of combining talents to leverage value for its business. With the acquisition of CNT, Via's logistics operator model will gain more scale in a fast and effective way, consolidating Via as one of the best logistics ecosystem within Brazil. Furthermore, the Company will also unlock new business opportunities that will be key to support our leadership position in the Brazilian e-commerce sector, increasing our customer base in order to support the fast pace of growth, adding value to our omnichannel strategy, which is composed of nearly 1,100 stores and 28 distribution centers.

Together, Via and CNT will optimize the retention of current customers and unlock resources for the exponential acquisition of new customers and services. From the 1.2 million m² that Via already has in its logistics operation (excluding store backroom areas), up to 250,000 m² will be dedicated to the fulfillment and fullcommerce operations, with a fleet of over 4,000 vehicles and coverage in all of 5,570 Brazilian cities.

This transaction was completed through our subsidiaries, it is not subject to article 256 of Law 6,404/76. The Company will keep its shareholders and the market in general duly informed, pursuant to the applicable legislation of new developments regarding this transaction.

We will hold a conference call on January 12, 2022 at 9:00 a.m. Brazilian time, which can be [accessed at this link](#), to provide more details on this M&A. A presentation supporting this Notice to the Market is available for download on our IR website: <https://ri.via.com.br/>

São Paulo, January 12, 2022.

VIA S.A.

Orivaldo Padilha

Vice President of Finance and Investor Relations Officer