



A publicly held company
Corporate Taxpayer's ID:
(CNPJ/MF) No. 53.113.791/0001-22
Company Registry (NIRE) 35.300.153.171

MATERIAL FACT ACQUISITION OF LINX

TOTVS S.A. (B3: TOTS3) ("Company" or "TOTVS"), hereby informs that, as approved by its Board of Directors, it has entered into a Share Purchase Agreement ("Agreement") with Linx S.A. (a subsidiary of StoneCo Ltd.), for the purpose of acquiring all shares of Linx Participações S.A. ("Linx"), which is expected to hold, at the closing of the transaction, part of the Linx's software business segment ("Transaction"), for a total amount of R\$ 3,050,000,000.00 (three billion and fifty million reais), subject to adjustment based on the net cash/debt position at the time of the Transaction closing and with no provision for earn-out payments. The Transaction will be financed through TOTVS' cash reserves and debt instruments under favorable market conditions, yet to be arranged.

Linx is recognized as one of the leading providers of retail management solutions, with a strong track record of customer retention. In 2024, Linx recorded total revenue of R\$1,145 million (+0.6% vs. 2023), of which R\$1,048 million was recurring revenue (+3.3% vs. 2023), and adjusted EBITDA of R\$239 million (+12% vs. 2023).

The Transaction is aligned with TOTVS' strategy of increasing its relevance within its client base and reinforcing its positioning as a trusted advisor for retail customers, with a value proposition focused on enhancing business performance. The acquisition is highly complementary and will strengthen TOTVS' position in the retail segment, bringing it to a level comparable to the relevance it has already achieved in other sectors of the economy. In addition, TOTVS' geographic distribution coverage is expected to benefit retailers, given the highly distributed nature of the retail market.

The closing of the Transaction is subject to the approval of the Brazilian Antitrust Authority (CADE) and other customary precedent conditions, including the approval of the Transaction by TOTVS shareholders at a general meeting, for the purposes of Article 256 of Law No. 6,404/76. Such general meeting will be duly convened in due course and, upon its convening, the Company will disclose the information required by the applicable regulations. It is anticipated, in any case, that shareholders Laércio José de Lucena Cosentino, who is also a member of the Company's Board of Directors, and LC-EH Participações e Empreendimentos Ltda., holders of shares representing, jointly, 8.82% of the Company's voting capital, have stated, as of this date, that they will attend or be represented at the general meeting, when convened, and will vote in favor of the approval of the Transaction.

Attached to this Material Fact is the presentation regarding this Transaction. The Company will keep the market informed of any material developments.

São Paulo, July, 22nd, 2025.

Gilsomar Maia Sebastião

Chief Financial and
Investor Relations Officer

Investor Relations

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About TOTVS: the absolute leader in the Brazilian SMB market, TOTVS creates innovative solutions to transform the daily lives of companies and help them overcome their business challenges. TOTVS is the largest management software developer in Brazil, with over 70,000 clients/customers in 12 sectors of the economy. As an original Brazilian company, TOTVS supports the growth of thousands of businesses and entrepreneurs, from north to south of the country, through technology: the Brazil that gets things done, does it with TOTVS.

IBOVESPA B3

IBRX50 B3

MLCXB3

IGC-NMB3

ITAG B3



Appendix of Material Fact of July, 22nd 2025

Linux Acquisition



July/2025

TOTVS Strategy

Our core expertise is the **SMB**!

Our essence is to work with the **SMB and increase our relevance as a Trusted Advisor.**

Our value proposition is to boost the evolution of companies in various aspects: results, relevance and impact.

The acquisition of Linx will greatly increase TOTVS' relevance within retail clients, by improving these companies' performance.



TOTVS + LINX

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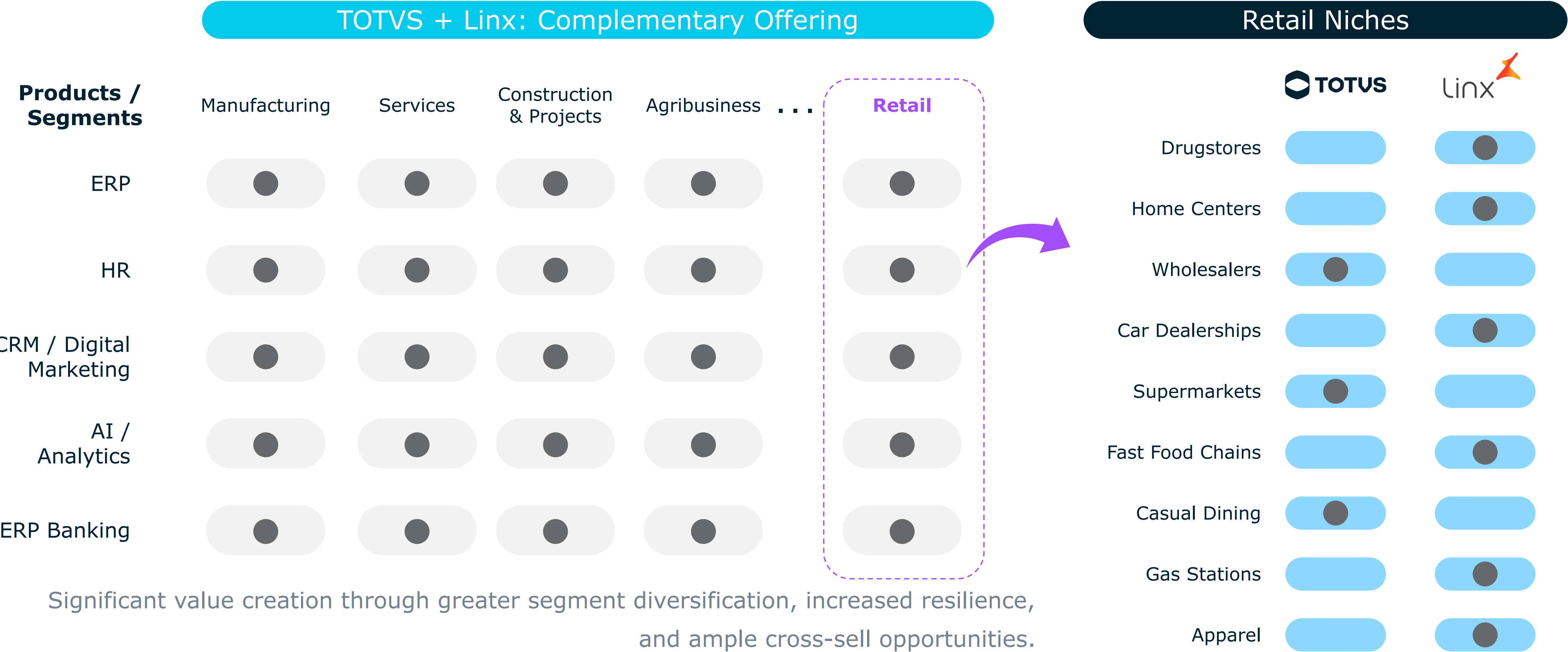
A winning alliance of ecosystems with robust value creation for all stakeholders



Clear strategic fit allowing strong value creation for shareholders, clients, and employees

TOTVS + Linx | Robust Portfolio

The combination of a solid customer base and multiple high value-added solutions forms key pillars to accelerate growth



Significant value creation through greater segment diversification, increased resilience, and ample cross-sell opportunities.

Source: TOTVS

Linux is a Unique Asset



Linux remains the undisputed leader in the retail sector



Retail Software Strongest Player

The company remains one of the main players in the retail sector with a significant market share



Predictable Revenue

R\$1,048 million Recurring in 2024 (+3.3% vs. 2023) representing +90% of total Revenue



High Customer Retention

Low churn rate, indicating strong customer retention



NPS Increase

NPS has maintained a positive trend, reflecting improved customer satisfaction

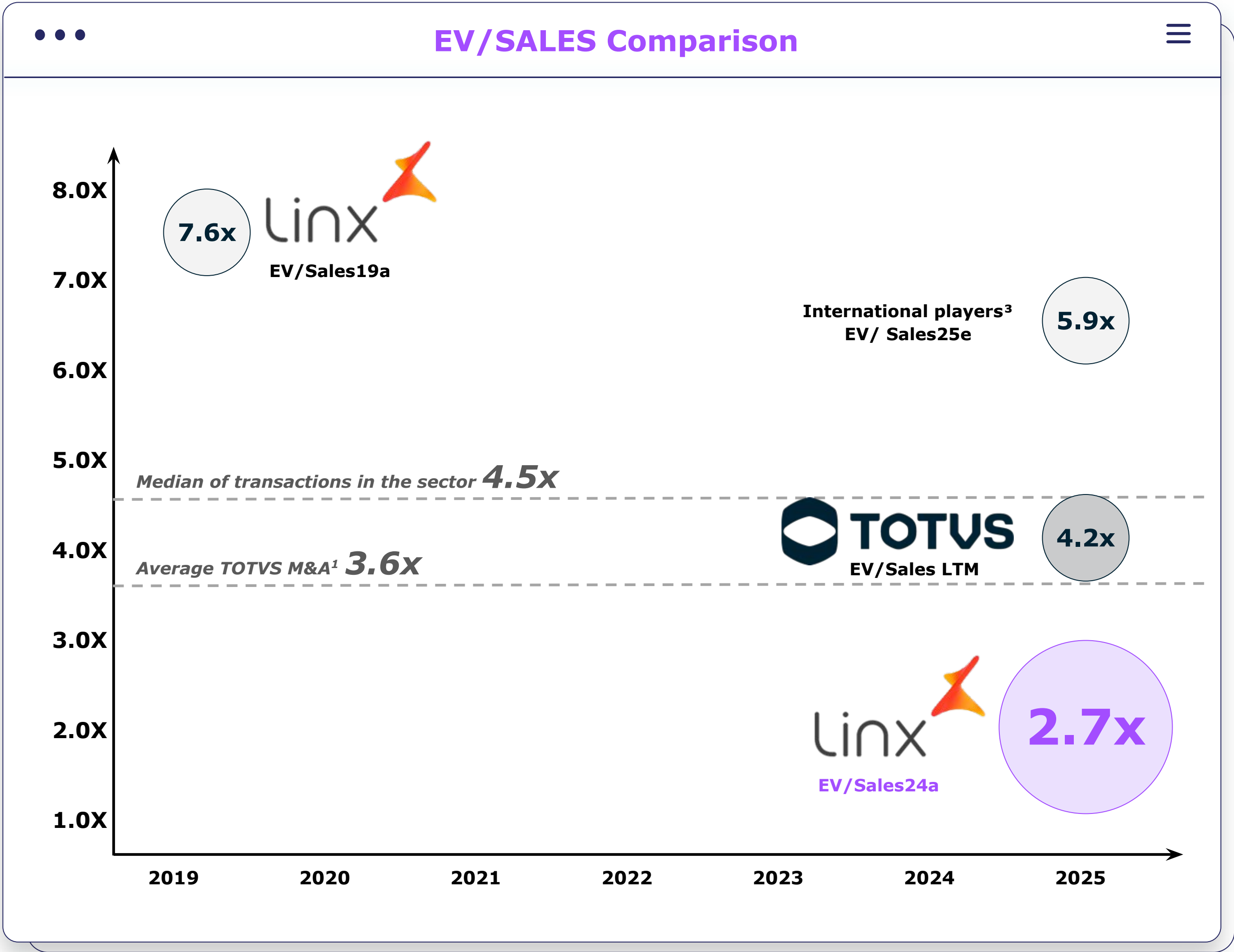


Robust and Expanding Profitability

EBITDA margin of 20.9% in 2024 (+210 bps vs. 2023)

Transaction Perimeter | Linx

The scope of the transaction encompasses the Stone Software assets that hold the greatest strategic value for TOTVS



Key Transaction Terms

Purchase Price	Enterprise Value of R\$ 3,050 mm (2.7x EV/Sales and 12.7x EV/EBITDA) on a zero net cash/debt position at the closing with no earn-out or contingent payment provisions
Macro Metrics 2024	R\$1.15 billion Total Net Revenue R\$239 million Adjusted EBITDA 20.9% Adjusted EBITDA Margin +3.7K employees
Commercial Agreements	There are no exclusive or preferential commercial agreements attached to this Transaction
Transaction Funding	The transaction will be funded through TOTVS' cash and debt instruments under favorable market conditions
Software Business Inside the Perimeter	Drugstores, Fast Food Chains, Car Dealerships, Apparel, Home Centers, Franchise Chains, Gas Stations, Healthcare, People, Education, Napse ² , e-commerce (front and back), and Omnichannel
Software Business Outside the Perimeter	SimplesVet, Reclame Aqui, Dental, Linx Pay, Linx Impulse, Alpha-Logo, APP Sistemas, Hiper Software, MLabs Software, Trinks, VHSYS, and Qesor

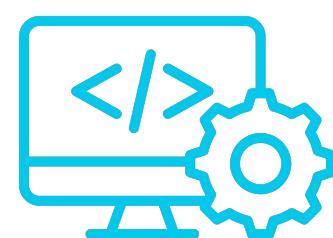
Source: TOTVS and Stone Public Information

Notes: (1) TOTVS Management BU's average M&A since 2020; (2) Napse is the LatAm operation and contains 7 companies in 5 countries; (3) Median of international peers, including SAP, Oracle, Workday, Salesforce, and Sage.

Unlocking Growth Opportunities

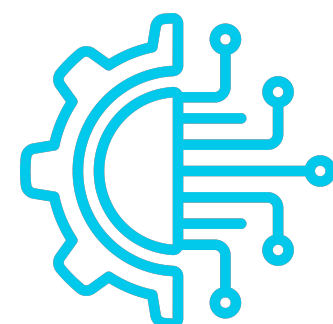


TOTVS + Linx will be better positioned to explore valuable growth alternatives



Revenue

- Significant portfolio complementarity that can be leveraged through cross and up-selling opportunities.
- TOTVS Cloud operation cross-selling.



Distribution

- TOTVS' strong sales capillarity has the potential to significantly accelerate Linx's commercial expansion.



Capturing value drivers

- Streamline SG&A costs by consolidating and optimizing support functions.

Integration Framework

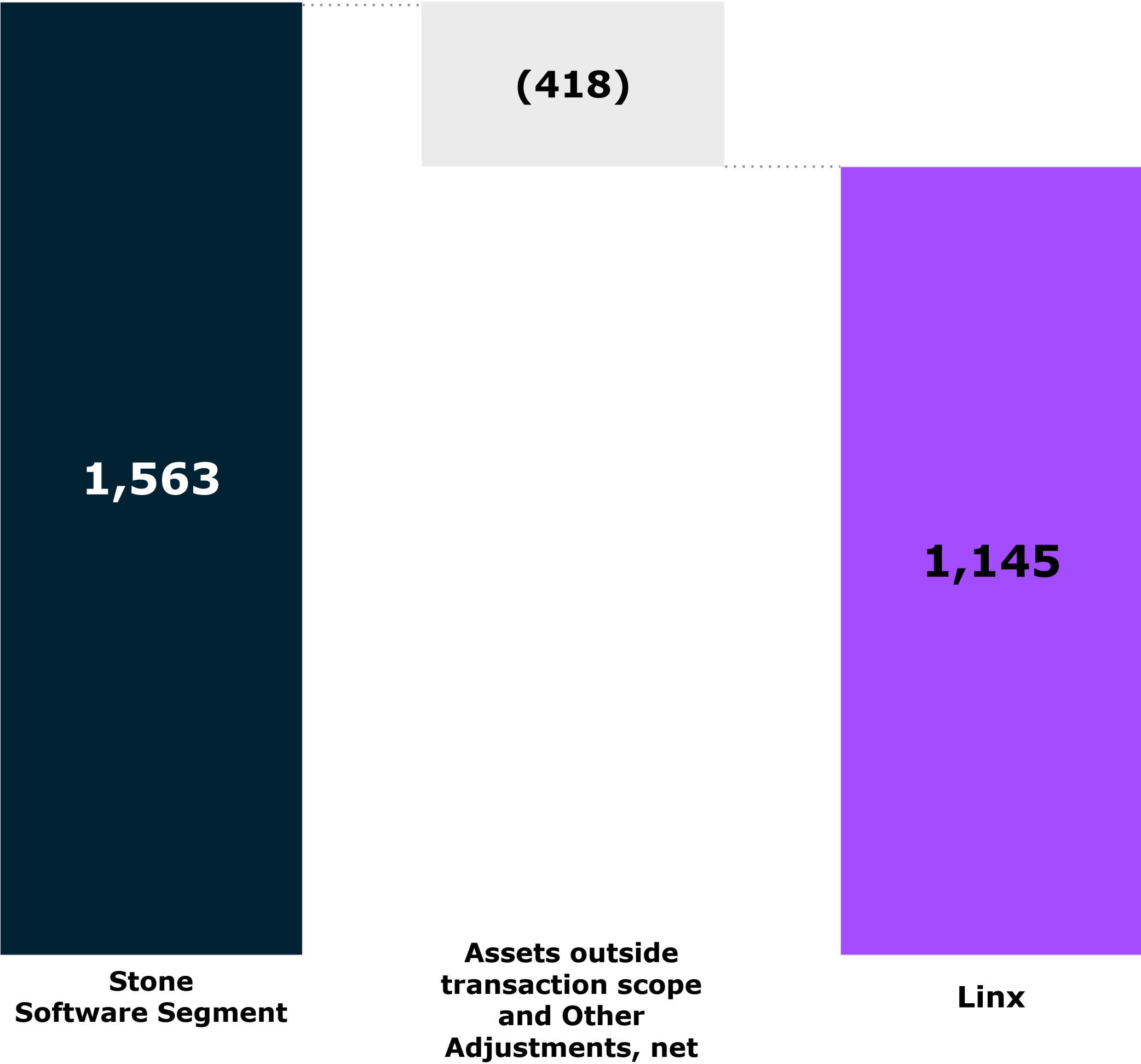
TOTVS' vision of M&A integration follows a simple framework: the closer is the "modus operandi" (MO) of the acquired asset to our own MO, the faster, deeper and more intense is the integration. Linx's modus operandi is very close to our own MO

Goodwill

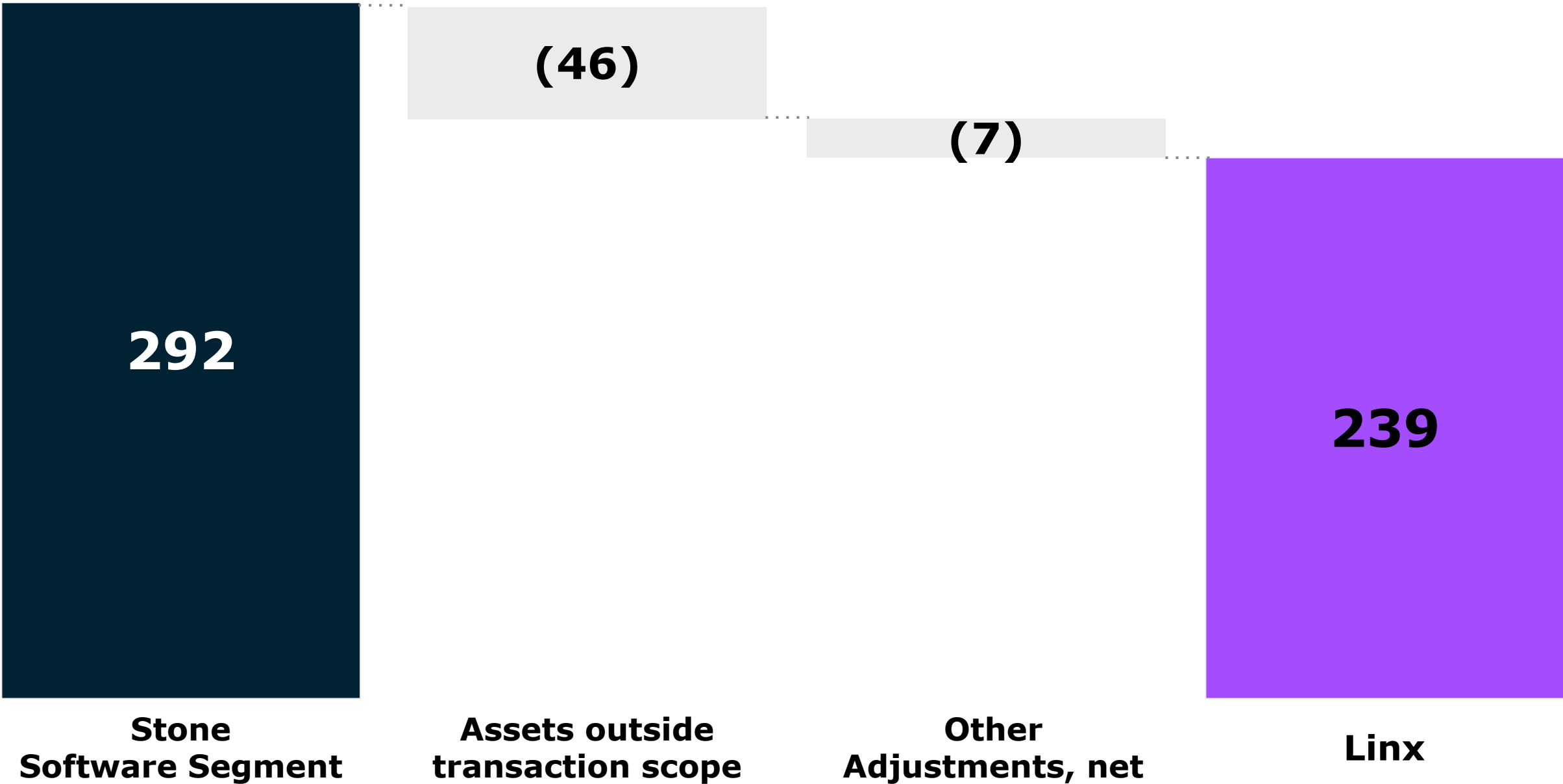
The acquisition is expected to result in a goodwill addition of over R\$1 billion

Revenue and EBITDA Bridge

Net Revenue Bridge | 2024



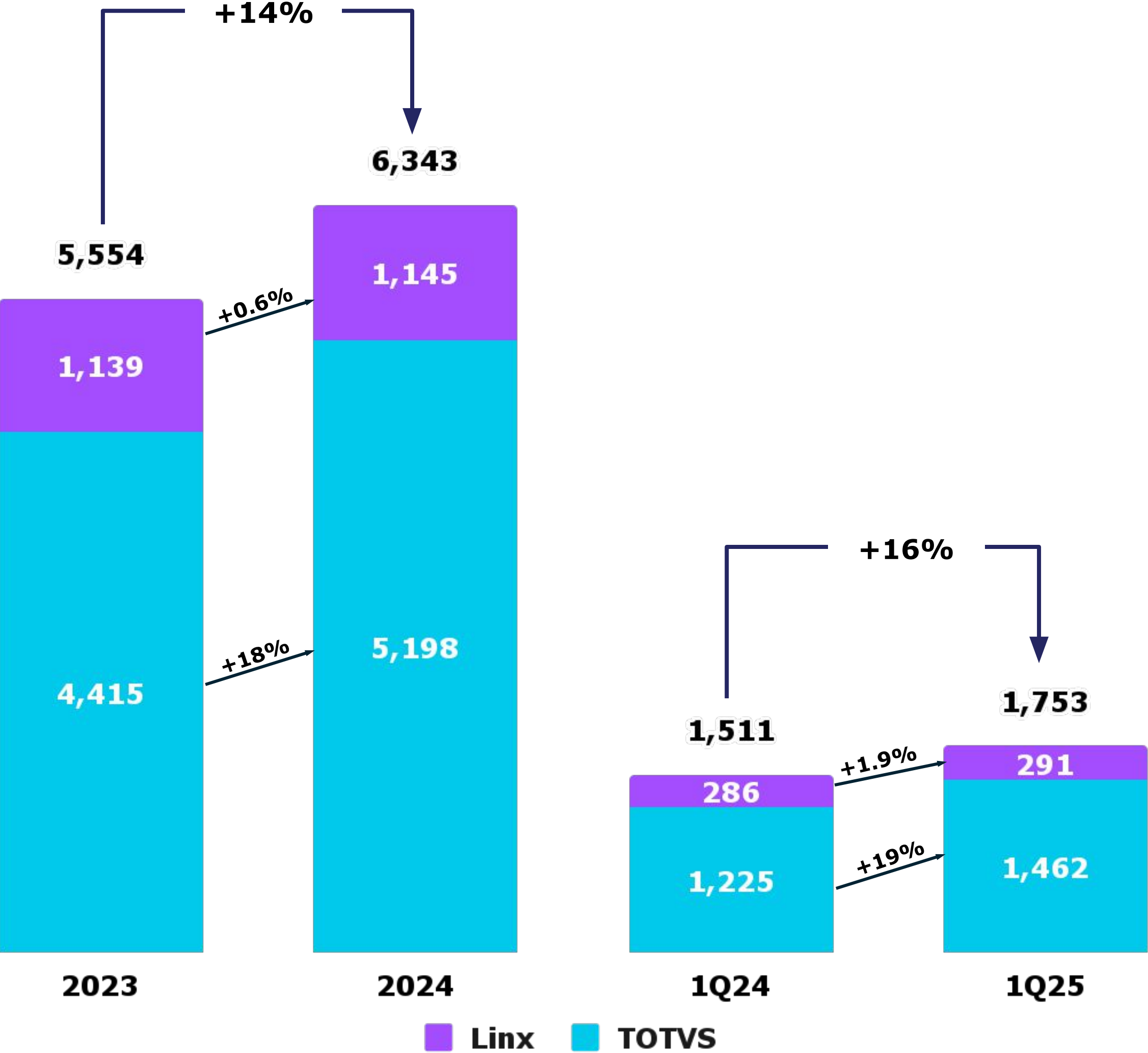
Adjusted EBITDA Bridge | 2024



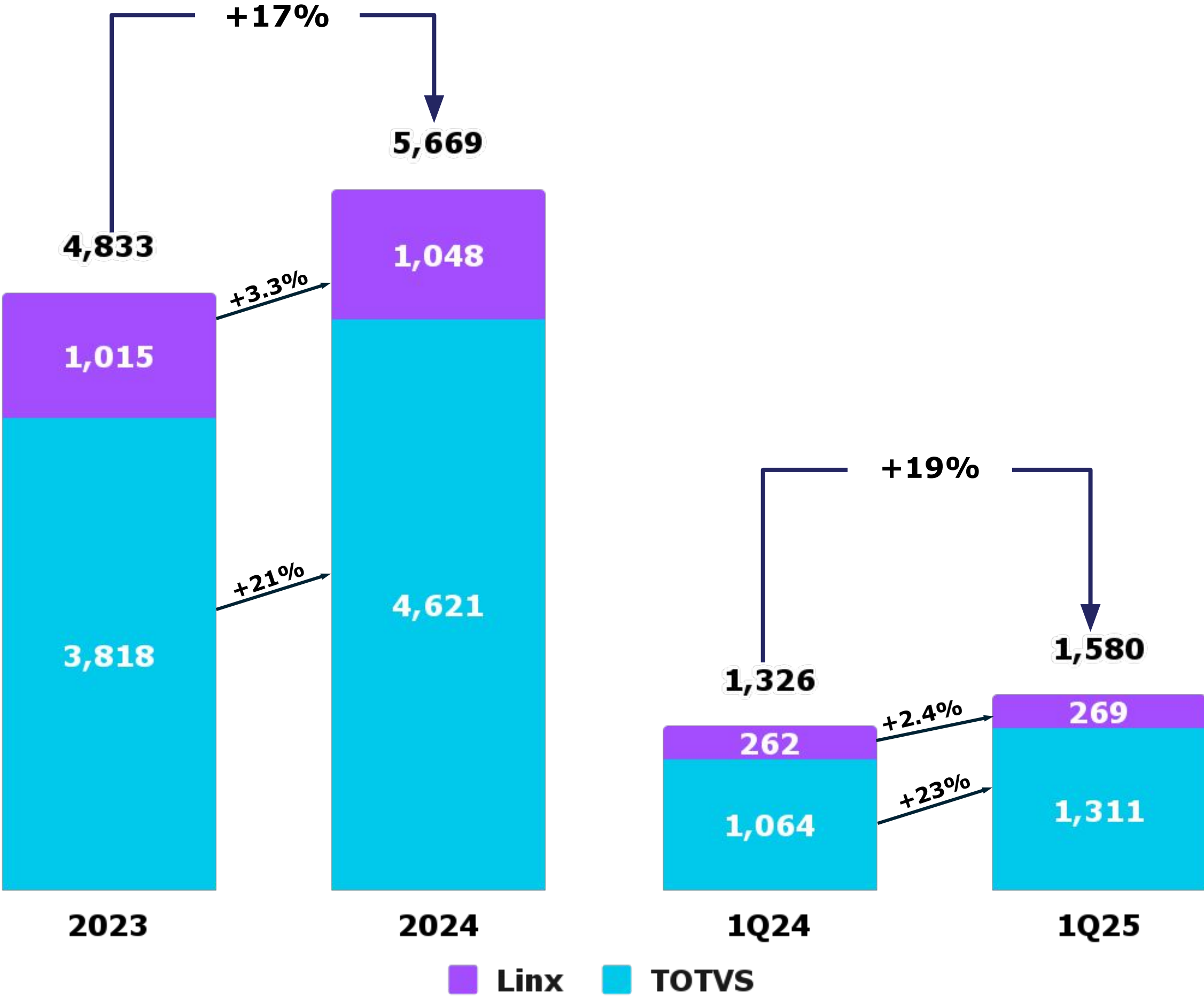
Source: Companies
Notes: (1) Not audited by TOTVS

Comparative P&L Analysis | TOTVS and Linx

Net Revenue



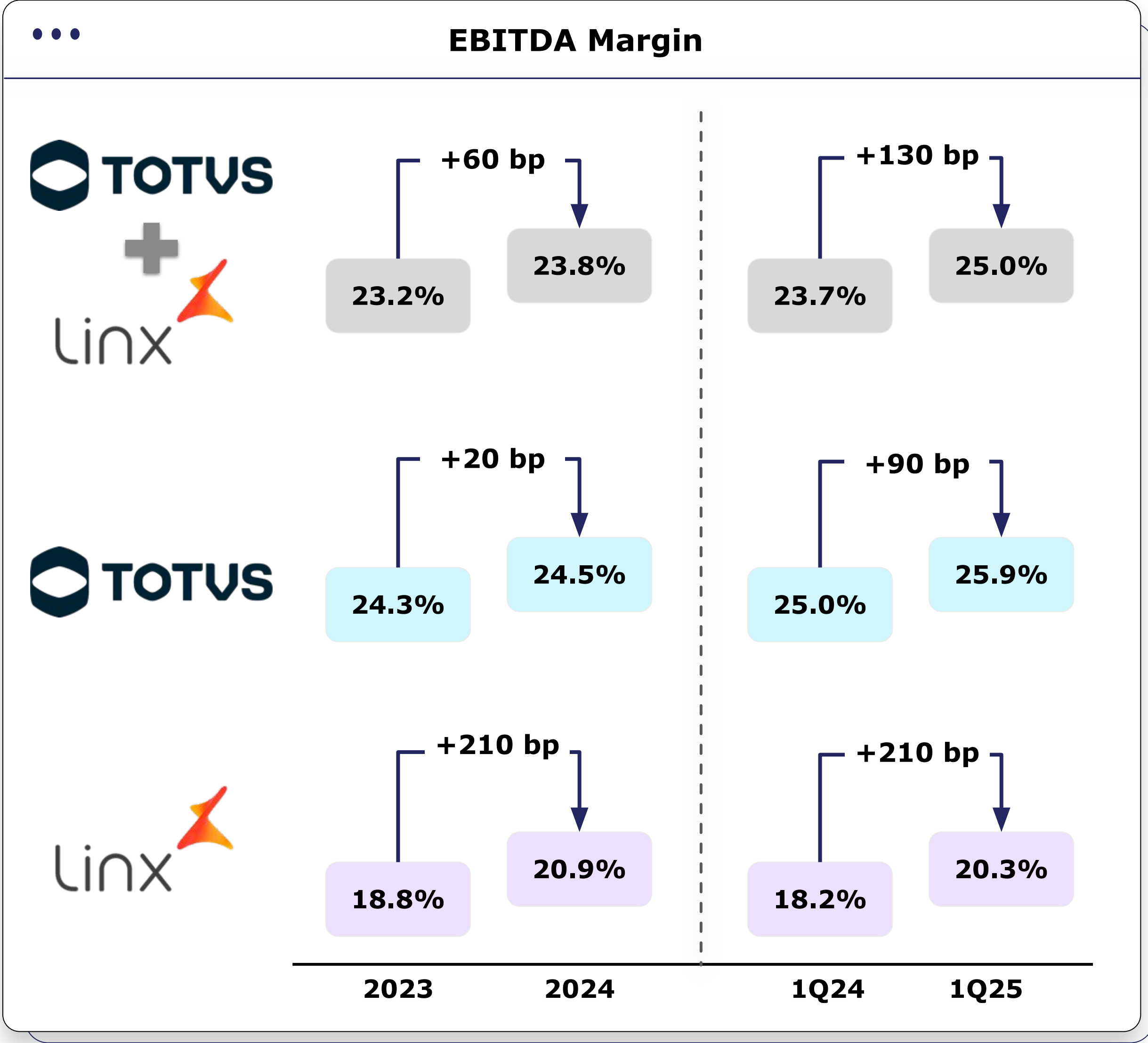
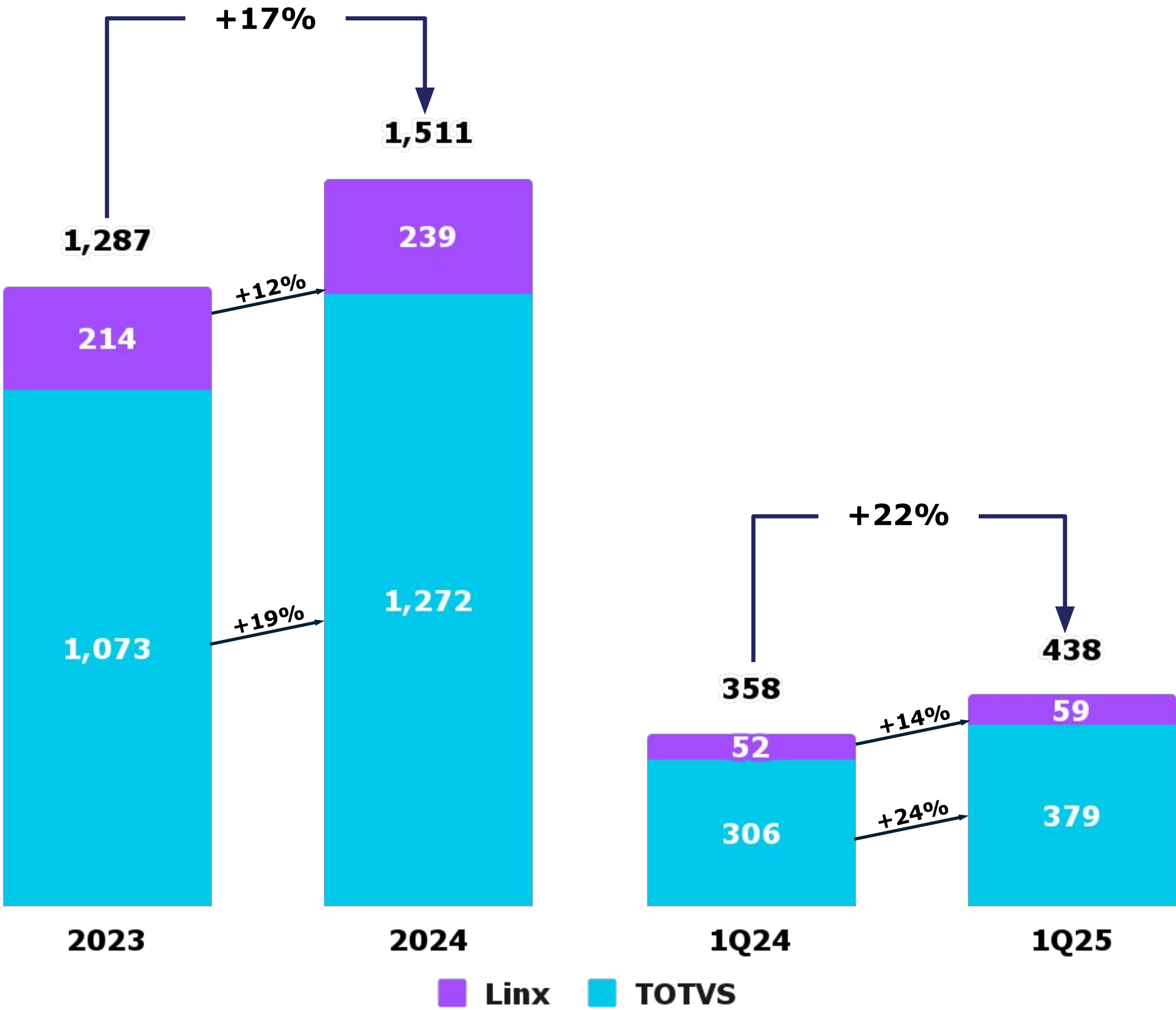
Recurring Revenue



Source: Companies
Notes: (1) TOTVS Stand Alone Net Revenue and Adjusted EBITDA do not incorporate the results of Techfin; (2) Net Recurring Revenue is approximated based on the ratio of gross recurring to non-recurring revenues

Comparative P&L Analysis | TOTVS and Linx

Adjusted EBITDA



Source: Companies
Notes: (1) TOTVS Stand Alone Net Revenue and Adjusted EBITDA do not incorporate the results of Techfin; (2) Net Recurring Revenue is approximated based on the ratio of gross recurring to Non-Recurring revenues

Next Steps

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Signing

- Definitive agreements executed, locking in valuation

Shareholders' Meeting

- Shareholders convene to approve the deal

Other Precedent Conditions

- All precedent conditions and regulatory filings, including CADE, are addressed to enable closing

Closing

- Ownership transfers upon precedent conditions fulfillment and exchange of consideration

Thanks



Investor Relations

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