



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

NOTICE TO THE MARKET ACQUISITION OF VAREJONLINE

TOTVS S.A. (B3: TOTS3) (the "Company" or "TOTVS") hereby announces that its subsidiary, TOTVS TECNOLOGIA EM SOFTWARE DE GESTÃO LTDA, on the date hereof, entered into an Agreement of Sale and Purchase of Shares and Other Covenants (the "Agreement"), to acquire shares representing 100% of capital stock of VAREJONLINE TECNOLOGIA E INFORMÁTICA S.A. ("VAREJONLINE"), for the amount of R\$49 million. In addition, the Agreement provides for the payment of a complementary purchase price, subject to the fulfillment of other conditions.

Headquartered in Joinville, VAREJONLINE offers a comprehensive and specialized portfolio of management solutions for retail. Going beyond traditional Point of Sale ("POS") solutions, it provides an integrated approach by incorporating essential modules for optimizing all operational and administrative processes of retailers, with a particular focus in supporting those that operate via franchising and multi-unit business models.

Founded in 2016 by former executives of Microvix (a company acquired by Linx in 2011), VAREJONLINE positions itself as a young player with a modern, 100% cloud-native technological architecture, rarity in the retail segment that has supported an average annual net revenue growth (CAGR) of over 50% between 2020 and 2023. Additionally, VAREJONLINE currently employs over 100 professionals, serves more than 450 clients, covers approximately 3,000 POS nationwide across various business sizes and the company's annualized recurring revenue (ARR) is projected to reach approximately R\$15 million by December 2024.

With VAREJONLINE, TOTVS takes another step in building a complete "Retail Suite", not only with management software, but also with Business Performance and Techfin solutions, driving the digitalization of these operations with a focus on transforming retail management through the integration of cutting-edge technologies. In doing so, TOTVS will reinforce its commitment to expanding and strengthening its presence in the retail sector, complementing its portfolio to more comprehensively meet the diverse demands across various retail segments.

The closing of this transaction depends on the approval of the Administrative Council for Economic Defense (CADE), and the conclusion of the corporate restructuring mentioned above, as well as the checking of other usual conditions for this type of operation. The Company will keep the market informed about relevant developments.

São Paulo, November 6th, 2024

Gilsomar Maia Sebastião

Chief Financial and
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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.

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