



MOBLY S.A.

Publicly-Held Company

CNPJ/MF No. 31.553.627/0001-01

NIRE 35.300.561.201

MATERIAL FACT

MOBLY S.A. ("Company"), following the material facts of March 1, 2025, March 5, 2025 and March 10, 2025, informs that it received, on April 3, 2025 at 5:55 p.m., a new correspondence from Messrs. Régis Edouard Alain Dubrule, Ghislaine Thérèse de Vaulx Dubrule, and Paul Jean Marie Dubrule ("**Dubrule Family**") regarding its intention to carry out a capitalization in the Company if they succeed in the potential public tender offer for the acquisition of control of the Company ("**Potential TO**"), under the terms attached ("**Third Correspondence**").

Regarding the Third Correspondence, after consulting its financial and legal advisors, the Company's management clarifies that:

- despite the "irrevocable and irreversible" capitalization commitment if they succeed in the Potential TO, the Third Correspondence makes no mention of the terms and conditions of the Potential TO, whose terms remain non-exhaustive, non-binding and may be changed, as indicated in the correspondences previously disclosed by the Dubrule Family;
- the Third Correspondence does not provide any indication regarding the price per share to be practiced in its commitment to capitalize the Company and that can support the statement that "Mobly's shareholders who opt out from selling their shares in the PTO are not unjustifiably diluted". Such a statement seems contradictory in the context of the Potential TO, in which the proposed price of only R\$0.68 reflects a significant discount on the market value and on the book value of the Company's shares, sounding more like a threat of broad dilution to shareholders who do not agree to sell their shares in the Potential TO;
- Tok&Stok's high indebtedness, including the bankruptcy petition to which Tok&Stok was subject in April 2023, predates the acquisition of its control by the Company and the result of the "40-plus successful years" during which the Dubrule Family was involved in the management of Tok&Stok;
- prior to the acquisition of control of Tok&Stok by the Company, Tok&Stok had the entirety of its indebtedness restructured and extended, an action that the Dubrule Family repeatedly and unsuccessfully tried to obstruct and prevent, proposing as the only solution a capitalization in the same amount of R\$100 million, which, conveniently, would result in significant dilution of the former controlling shareholders of Tok&Stok and the restoration of control by the Dubrule Family, without due payment to shareholders for the acquisition of control;

- since the closing of the acquisition of Tok&Stok in November 2024, the Company's management has already implemented a series of measures to reduce the group's costs and expenses and cash generation, including optimization of the administrative structure, reduction of costs with IT licenses, reduction of costs with national suppliers, reduction of DCs, reduction of costs in freight, among others, which resulted in more than R\$22 million in contracted synergies (until February 2025). However, in order for several other relevant synergies already underway to be captured, even broader changes are needed in Tok&Stok's operating model, which have been implemented by the Company, such as reducing import costs, unifying the group's logistics, implementing dropshipping and creating a marketplace for Tok&Stok, among others, and which can generate synergies and cash generation in the amount of R\$80 million to R\$135 million in five years;
- it is the fiduciary duty of the Company's management to seek price maximization for shareholders in the context of any potential tender offer for its control, so the management reiterates the recommendation of the Board of Directors to shareholders to reject the proposed amendment and exclusion of the statutory takeover tender offer clause at the Annual and Extraordinary Shareholders' Meeting to be held on April 30, 2025.

The Company reiterates that it remains focused on implementing the business strategy and capturing synergies arising from the acquisition of control of Tok&Stok, and that the Company's Board of Directors will express its opinion on the merits of any potential takeover bid, under the terms of the applicable regulations and the Company's Bylaws, if and when a tender offer notice is published.

São Paulo, April 4, 2025.

Marcelo Rodrigues Marques
Chief Financial and Investor Relations Officer

São Paulo, April 3rd, 2025.

To
Mobly S.A.
Avenida das Nações Unidas, no. 16.737
São Paulo – SP
CEP 04730-090

Attn:
Mr. Marc Dominic Appelhoff
Chairman of the Board of Directors

Mr. Victor Pereira Noda
Chief Executive Officer

Mr. Marcelo Rodrigues Marques
Chief Financial Officer and Investor Relations Officer

**Ref.: Public Tender Offer for the Acquisition of Shares – Capitalization
Commitment and Inexistence of Agreements with Mobly’s Shareholders**

Dear Sirs,

RÉGIS EDOUARD ALAIN DUBRULE, Brazilian, married, entrepreneur, holder of identity card RG No. 9.877.265, registered in the Individual Taxpayer Identification Number (“CPF/MF”) under No. 815.598.368-49 (“Régis Dubrule”); **GHISLAINE THÉRÈSE DE VAULX DUBRULE**, French, married, entrepreneur, holder of the foreigner identity card RNE No. W273953-N (CGP/DIREX/DPF), registered in the CPF/MF under No. 003.925.208-6 (“Ghislaine Dubrule”); and **PAUL JEAN MARIE DUBRULE**, French, married, entrepreneur, registered in the CPF/MF under No. 232.995.068-38 (“Paul Jean Dubrule” and, together with Régis Dubrule and Ghislaine Dubrule, the “Potential Offerors”), in continuity to the letters sent on February 28, 2025 (the “Initial Communication”) and on March 09, 2025 (the “Second Communication” and, jointly with the Initial Communication, the “Previous Communications”), hereby inform and clarify the following. To the capitalized terms contained in this letter which are not otherwise defined herein shall be attributed the meaning ascribed to them in the Previous Communications.

First, the Potential Offers hereby publicly undertake the **irrevocable and irretrievable** commitment to, until December 31, 2025, and subject to the obtention of the Creditors’ Consent and the effective liquidation of the PTO under the terms and conditions to be set forth in the Notice, adopt all necessary measures for ensuring that: (i) they inject R\$ 100,000,000.00 (one hundred million reais) in the Company, subject to the Brazilian corporate laws; (ii) the Tok&Stok Debentures

owned by the Potential Offerors, in the current amount of R\$ 56,487,542.00¹, are converted into shares issued by Mobly; and (iii) the credit held by the Potential Offerors against Tok&Stok, in the current amount of R\$ 68,790,859.00², are capitalized (items (i) to (iii) above jointly referred to as the “Capitalization Measures”).

In the Potential Offerors’ view, the Capitalization Measures are **indispensable** for securing the economic viability and the continuity of the Company and its subsidiaries – which are currently facing a critical situation. The Potential Offerors further stress that the Capitalization Measures shall be adopted **in strict compliance**, in all their terms, conditions and aspects, with the Company’s internal governance procedures, as well as with the applicable regulations and laws – including, without limitation, the provisions set forth in articles 170, § 1º, and 171 of the Brazilian Corporation Law (Law no. 6,404/1976), such that Mobly’s shareholders who opt out from selling their shares in the PTO are not unjustifiably diluted due to the implementation of the Capitalization Measures.

The Potential Offerors also take this opportunity to reiterate the terms of the Previous Communications to the effect that the approval of the Bylaws Amendment **shall not result in any damage to the Company or any of its stakeholders**. Quite the contrary: the removal of the Poison Pill from the Bylaws shall ensure flexibility to Mobly’s equity base, **allowing that each shareholder decides, in accordance with their free will**, to adhere or not to the PTO – based on the terms and conditions set forth in the Notice and in their evaluation of the Company’s current management *vis-à-vis* the Potential Offerors’ managerial capacities (already proven, as a matter of fact, by the 40-plus successful years during which they led Tok&Stok).

In other words, the approval of the Bylaws Amendment and the holding of the Auction **are in the Company’s and its shareholders’ best interests**.

Lastly – and as has indeed already been declared by the Potential Offerors in the Initial Communication –, it must be highlighted that, contrary to the **unfounded** suggestions recently made in the media, **there are no** agreements regarding the transfer of equity participation entered into between, on the one side, the Potential Offerors and/or their related parties and, on the other side, any of the Company’s shareholders and/or their related parties.


Considering all the above, the Potential Offerors **hereby request that, as soon as possible, Mobly releases a material fact informing the market about the integral content of this communication**.

¹ As of March 31, 2025.


² As of March 31, 2025.

We have outlined above all that we see fit at this moment, while we remain at your disposal should you have any doubts.

Yours truly,

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**RÉGIS EDOUARD ALAIN
DUBRULE**

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**GHISLAINE THERESE DE
VAULX DUBRULE**

Signé par :

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PAUL JEAN MARIE DUBRULE