



**LISTED COMPANY**

**CNPJ/ME nº 14.110.585/0001-07  
NIRE 31300112659**

## **Strategic alliance between Méliuz and banco BV**

**Méliuz S.A.** (B3:CASH3) (“Méliuz” or “Company”) hereby communicates to its shareholders and the market in general about the strategic alliance agreed with Banco Votorantim S.A. (“banco BV”) involving the following topics:

### **A. Commercial agreement to offer financial products and services**

On the date hereof Méliuz executed a commercial agreement with banco BV as follows: (i) Méliuz will offer its customers financial products and services from banco BV, which will act as Méliuz's partner institution in these offers; and (ii) banco BV will engage Acesso Soluções de Pagamento S.A. (“Bankly”) - a company that provides banking as a service services - to add products to its financial services.

Upon execution of the commercial agreement, Méliuz will start offering financial products and services in the asset light model, no longer assuming various costs and expenses related to the products and focusing only on the user experience, starting to be compensated for the origination of transactions of financial services with Méliuz's customer base.

Pursuant to the commercial agreement, the following main conditions were defined, among others: (i) remuneration per card issued; (ii) remuneration per activated account; and (iii) percentage linked to the card's POS.

### **B. Acquisition of minority ownership interest in Méliuz**

The CVC Fund of banco BV, as buyer, and the shareholders of Méliuz, Israel Fernandes Salmen, André Amaral Ribeiro and Lucas Marques Peloso Figueiredo (together, the “Sellers”), as sellers, entered into a share purchase and sale agreement of shares issued by Méliuz regulating the terms and conditions for the sale of ordinary shares representing approximately 3.85% of Méliuz's capital stock, for the price per share of R\$ 1.50 (one real and fifty cents), adjusted pursuant to CDI index between the date of execution of said agreement and the closing date of the transaction, subject to the confirmation of certain conditions precedent set forth in said agreement. If the transaction is completed, the Sellers

hereby undertake, by means of a shareholders agreement executed within the scope of this transaction, to vote jointly with the CVC Fund of banco BV in order to elect a member to the Board of Directors of Méliuz to be nominated by the banco BV CVC Fund.

**C. Méliuz call options**

Simultaneously with the execution of the documents described above, the shareholders of Méliuz, Israel Fernandes Salmen, Ofli Campos Guimarães, André Amaral Ribeiro, Lucas Marques Peloso Figueiredo, Davi de Holanda Rocha and Org Investments LLC, granted call options to banco BV. The call options comprise all of the common shares issued by Méliuz owned by these shareholders and can be exercised by banco BV within 24 months after the execution of the call options instruments.

The exercise price per share of the call options described above will be, (i) up to the sixth month of the effective date of such contracts, one real and fifty cents (R\$1.50) per share, adjusted by the CDI index between the execution date of such contracts and the closing date of the transaction, deducting any proceeds paid between the exercise date and the closing of the call options; (ii) after the end of the sixth month following the effectiveness of such agreements, the higher amount between (a) R\$1.50 (one real and fifty cents) per share, restated by the CDI between the date of execution of such agreements and the closing date of the transaction, deducting any proceeds paid between the exercise date and the closing of the call options; and (b) the amount corresponding to the average price weighted by the volume of shares issued by Méliuz traded at B3 in the 30 trading sessions prior to the exercise of the call option, with a 10% discount, deducting any proceeds paid between the date of exercise and closing date of the call options.

The closing of the transactions provided for in items A, B and C above is subject, among other usual conditions for transactions of this nature (including obtaining regulatory approvals, as applicable), to approval by Méliuz's shareholders (provided that the grantors shall not exercise their right to vote) gathered in a general meeting of shareholders to be called in due course, of the waiver on the obligation to carry out the public offer for reaching a relevant participation referred to in art. 46 of Méliuz's Bylaws in case of exercise of the call options described in item C above. In the event of exercise of the call options, banco BV shall carry out a public offer for the acquisition of all remaining Méliuz shares under the same terms and conditions applied to the grantors.

**D. Execution of an MoU for the sale of Bankly**

Finally, Méliuz executed a memorandum of understanding with banco BV, whereby the parties agreed to negotiate the definitive documents for the sale of Bankly control within up to 90 days as of the date hereof, based on an enterprise value of R\$ 210,000,000.00.

The conclusion of the negotiation of the final terms of the sale of Bankly is subject to obtaining the applicable corporate approvals.

Due to the signing of the MoU, Méliuz decided to interrupt the studies for the spin-off and public listing of Bankly referred to in the Relevant Fact disclosed on October 24, 2022, including the ongoing process before the CVM.

Méliuz hereby invites its shareholders and the market in general to attend to a webcast for the presentation of the strategic alliance to be held on January 3, 2023, at 10:30 AM. ([Webcast - Strategic alliance between Méliuz and banco BV](#)).

Lazard and Pinheiro Neto Advogados acted, respectively, as Méliuz's exclusive financial and legal advisors.

Méliuz will keep its shareholders and the market informed about any material facts related to the topics under this material fact.

Belo Horizonte, December 30, 2022.

**Luciano Cardoso Valle**  
**Chief Financial and Investor Relations Officer**