

Conference Call Transcript
Méliuz
2Q25's Results

Marcio Penna:

Good morning, everyone, and welcome to the webcast for the 2Q25 results.

I am Marcio Penna, the Company's Investor Relations and Corporate Governance Officer. This call will be recorded and this will be posted on our RI website. We also have simultaneous interpretation that can be accessed through the bottom part.

Today, we have Gabriel Loures, CEO and Officer of Growth; and Israel Salmen, founder and chairman of the board of directors.

Gabriel, please initiate with the initial comments.

Gabriel Loures:

Good morning to everyone. It is a great pleasure to be here with you. I believe that, as you have seen, we had a very good result, operationally speaking and in the Bitcoin strategy. Today, we will elaborate on these results. Let us go to the next page.

When we started, we always announced to the market that our main target since the beginning of the new strategy is the generation of Bitcoin Yield. We were able to reach during 2Q25 908%. This is extremely relevant. This is a result of two major blocks.

Number one would be the operating result. We reached R\$75 million EBITDA during the last 12 months and R\$12 million EBITDA during 2Q25, and our net income was strong. The operational results allow us to have cash to buy Bitcoin.

The second part was our follow-on. We captured R\$180 million in our very successful follow-on. This was an innovative operation in the Brazilian market. For the first time, an enterprise funded with different options in the market. It was highly accepted, and this proves the ability of creating financial tools and to access the capital market in a credible way for our shareholders.

Therefore, we can deliver more Bitcoin per share in each funding. We had a Bitcoin Yield of 908%, and this shows that the first complete quarter of our operation was extremely successful.

Now, we will break out the presentation into two parts. I will start talking about the financial and operating results and the factors that were part of our EBITDA net income, and Israel will talk about the Bitcoin Treasury Company.

So, let us start with the operating results. As I said, it was the best second quarter. This was due to a number of factors. This is where we created more EBITDA. It was a quarter where we had

more revenue, more net revenue, and we grew the most. We were able in a clear way to follow our objectives, that is, to speed up growth in a profitable fashion.

We had R\$97.8 million in net revenue consolidation, 12% vis-à-vis last year, and this result is even better when you see the shopping net revenue that grew over 20%. There was a drop of 30% in financial services as a result of the commercial agreement with BV, but if it would not be for this, we would have grown 20%. This shows how much of the shopping growth, and it has shown to be profitable.

The consolidated EBITDA was R\$12 million, reversing a negative EBITDA of R\$60 million during 2Q24, and net income, R\$7.6 million. In 12 months, we had R\$75.6 million EBITDA and R\$47.9 million in net income.

And these figures do not include the non-realized gain of the appraisal of our Bitcoin that we have in our balances. Israel will elaborate on this, but we generated almost R\$30 million of non-realized gains, and according to the accounting rules, they are not part of our net income.

By and large, our EBITDA margin was 12.3%, and it is important to highlight that this figure increased a significant growth in marketing investment. Our marketing investment went from 7.5% of net revenue consolidated during 2Q24 and went to 14.2% during 2Q25, practically 5.5% points of the market investment in the controlling controllers.

Then we grew our new buyers vis-à-vis last year by +33%, and we were able to do this. There was a GMV of the shopping of 17% and the increase in the total open Méliuz accounts was 43.1 million. Our user base grew practically 30% when compared to last year.

Now, when we see the revenue, when we break out the revenue, it is important to see this page because here you can see the evolution throughout the quarters from R\$54.5 million. We have evolved year on year, and now we have a 12% growth of the consolidated net revenue of 2Q25. The shopping growth was even greater. That was around 20%.

Now on the EBITDA, we reversed the loss and negative EBITDA of R\$67.6 million in 2Q24. This was impacted by this period, which was R\$80 million, and now during 2Q25, we have R\$12 million and an EBITDA margin of 12.3%.

Between the margin EBITDA, we have a 14% marketing investment of our revenue. Our profit increased significantly, and we have been able to change fixed costs by marketing costs throughout 2Q25. When we see 1Q25, the EBITDA margin was 14%, and this is a total of R\$27.8 million in consolidated EBITDA.

This evolution was highly consistent throughout the quarters. I mentioned during the last period that, when we ended 2024, we had a turnaround period, and now our target is to grow with profitability, and this historic result is clear.

We can see that in the consolidated adjusted EBITDA and we can see that from R\$38.4 million to R\$64 million during the last 12 months. This is a growth of 66% with an adjusted EBITDA

margin of 11.3% to 16.3%, but this is reflected for the first time in our financial statements. We had significant non-cash effects throughout 2024 that were adjusted, and for the first time, you can see our clean result, and this is correct in Méliuz.

Now, we have 75.6% on an EBITDA margin of 19.2% in an evolution of 178%. This is the first quarter where we can improve the operational result, but this is also directly reflected on our financial statements and our DR.

Now we saw this in net revenue as well, or net income. The consolidated net income went from R\$-60.8 million in 2Q24 to R\$7.6 million, and then R\$-54.7 million to R\$47.9 million. This is an 188% growth. This is relevant because we will be able to generate cash to buy more Bitcoin and to achieve our target, that is, to generate Bitcoin.

Now, in detail here, I would like to demonstrate in our calls how our strategy is evolving throughout the year. We announced these three major pillars of our operational strategy:

Number one would be growth, e-commerce and Nota Fiscal; two, financial services and profitability together with BV; and three, operational efficiency to grow with profitability. We maintain our targets, and I will give you more color and break them out.

Let us go to shopping. When we see shopping, we have grown 17% in our GMV and 15% in revenue. This result was based on two important points:

We had a take rate of 7.1%, which is better than the historic average. 1Q25 was an exceptional quarter, but 7.1% was higher than the historic average. This is the result of our capacity to create new business models and to have better commercial relationships with our partners.

I will show you products that we have launched, but it is important to highlight that, from the user perspective, we have grown a lot, but from our partners, we have also created new commercial models that allow the take rate to grow throughout time, and we have focused strongly on this.

When we think about business development, our GMV has grown 17%, but we have to know that our net take rate continues to be stable. We have increased take rate, revenue, and GMV without wavering margin. Next point.

And this is the product detail that I mentioned. During the last quarter, we discussed the array of products and SKU campaigns. This is how our users can gain cashback and gain more when they buy, and simultaneously these are products that allow us to bring incremental funds and give new results to our partners here.

We want the brands to invest in our channel and online to deliver different cashbacks for products that they want to sell. This could be a launching, and this could be a product sometimes when they want to change a line. And now we combine the brand and e-commerce, and this is a way how our users and our customers can win.

We are developing other business models. We have three examples. Throughout 2Q25, we concluded the launching and the go-to-market of a new market vertical. That is Méliuz In Store, with excellent results in a recurring fashion. This is Méliuz technology to provide benefits, sales, and campaigns to the brick-and-mortar point of sales. This is what the insight does in order to create insights in the brick-and-mortar BV, and here we can have campaigns of performance and funds of performance to the brick-and-mortar world.

We are also developing two major products. One is Méliuz Performance Networks, which is how retail partner networks can provide benefits to our user base. And number two would be the Méliuz Survey, together with our partners in order to deliver something self-service so that our partners can create qualitative insights with our base in a very solid way. We work with users that have certain purchase behaviors, and we want to understand why.

We are trying to see our market as a business core of e-business. We have marketing and performance funds, and here is how we can bring funds from brands and recurring funds that come from technology, and this has been very successful because we have increased the addressable market in addition to the user base.

I want to show you an example. This is an example of dozens of cases that we have together with our partner. This is a launch with a partner throughout 2Q25. This was the launching of a new product. With the product, the partner wanted to experiment this in the point of sale, and how do you do it? You have to take people, there is logistics, etc.

It is difficult to measure because you cannot understand what is the cost of acquisition of the new customer, how much you are spending, so the person spends and how much it takes for them to come back again. It is difficult to segment this. There is an experimentation in the POS, and who are going to try it are the people that go to the POS every day.

We were able to deliver a campaign that achieved the targets. We had over 3,000,000 people in the target audience. This was a fitness audience focused on the health trend. There was a growth of six percentage points in the market share, so this was extremely expressive.

And more than that, we were able to measure the repurchasing in the following month. These are people that went back and bought it at a full price, and there was a 30% reduction in CAC, this is versus physical sampling.

This is an example, but in practice, what we have been able to create with different brands is a rationale of lifetime value of the customer, that is, to bring the performance funds and the marketing performance to the brick-and-mortar world, and this is a way how we have increased our addressable market and given more value to our partners and our users. This creates new value, and there are more possibilities for the users to buy in the physical world.

Now, let us see our financial services. When we analyze financial services, our accumulated open digital accounts have more than doubled year on year, so we have 4,500,000 open digital accounts. These are users that use Méliuz day by day with BV for their PIX, for their transactions, to invest.

And regarding this user base, we can penetrate them with our financial services, and one is our card base. We had 261,000 cards in 2Q25. This has been a modest growth because of credit, and we want this user base to be sound, but this is significant, almost 100% when we think about the issued cards year-on-year.

We also launched throughout the 2Q25 two major products, and we did the go-to-market. We also have the piggy bank that is a net investment for the users. We ended our investment in CDBs, so now they can have a number of CDBs with different profitability together with the BV Bank with aggressive and competitive conditions in the market.

As our insurance product, it is an account and card account. This protects PIX, credit card, with better conditions than the main benchmarks, and these are products that allow you to accumulate points. There is good retention. Insurance is maintained with active insurance for some time. Therefore, we can guarantee that these products will be incremental throughout the time, and we are reassured with this accrual of cohorts because of their results.

Now, from here on, we have focused on developing products of financial services with BV, but I would like to highlight a product that is the purchase and selling of Bitcoin and crypto banks, so people can receive their cashback on our platform in Bitcoin.

In addition to the obvious synergy with our business and platform and the responsibility of a Company that wants Bitcoin to be more disseminated in the Brazilian market, there is great potential of user acquisition as well as user retention with these features because these are new features that allow us to attract a special public that invests and believes in Bitcoin, and there is great value here. We believe that this will create future results not only for the Bitcoin strategy, to attract more Bitcoins, and to grow in Bitcoins.

The third block is operational efficiency. I would like to highlight this is the most important slide of our presentation, that would be how we have evolved in terms of efficiency and in terms of investment.

When we see the fixed expenses of the business since 2023, they are dropping. Within the fixed expenses, we have our marketing investment that started growing significantly as of 2Q25 of last year, precisely one year ago. This is when we realized that we had a percentage of fixed expenses that was reasonable, and we started to invest more in marketing. When you see this figure from 7% of net revenue to 12% in the last months, this is a constant growth of our investment so we can grow faster.

Now, at the same time, they continued growing, and now they are stable. But once again, with marketing investment within these expenses growing, when we are changing costs that do not generate profit like material, office expenses, etc. These are investments in marketing that will allow us to grow faster.

When we exclusively see 2Q25, we went from 7.5% of our net revenue being invested in marketing to 14.2%. We have grown over 7% in our investment over the net revenue. In 2Q25, we went from 7% to 12%.

Now, we are accelerating growth. Therefore, we have 59% more active users on the app vis-à-vis 2Q24 and 33% new buyers. Active users show how many users do transactions, and this is interesting because this is the second result of the growth.

As we have high retention, it shows how the purchasers will behave throughout time, and it demonstrates how we are acquiring these new groups. We are growing in numbers, and in 2024, we were the third app that grew most in Brazil after Temu and Mercado Livre, with a high growth base. We are growing 33% above.

And the result will be seen not only in the shopping result in 2Q25 but also in the results throughout the upcoming quarters and years because the retention of our users is higher with great retention.

We always like to show that we started with a net revenue of R\$313.7 million to a revenue of R\$393.2 million. This is a growth of 15% year-on-year. The EBITDA last-twelve-months went from R\$34.8 million to R\$64 million during 2Q25. The adjusted EBITDA margin was -27% in 2023, 11% in 2Q24, and 16% in 2Q25.

To end our business discussion, I have to talk about our cash flow evolution. We had a sound cash position. Our cash is R\$71.4 million of cash equivalent at the end of 2Q25. In addition, we have R\$374 million in Bitcoin portfolio value. If you add both numbers, we have R\$446.2 million in cash, but the Bitcoin portfolio is not part of the balance because of the accounting rules in Brazil, but we do know that it is a net value. So we have \$374 million in Bitcoin portfolio value.

Now, Israel will talk in depth about our Bitcoin strategy.

Israel Salmen:

Thank you very much, Gabriel. Thank you to everyone.

I believe that it was yesterday, but five months have gone by since we took our first steps with Bitcoin, so in March.

Now when we see that five months have gone by, we have seen that we have been able to do a lot in a very short period of time. We had a Bitcoin Yield of 908%. The target of the Company, our main target, is to increase the number of Bitcoins per share. Our shareholders want to see the amount of Bitcoins that they have indirectly according to each share, and this is what we are doing right now.

The number of SATS per share, as well as Bitcoins per share, is 528.6 Bitcoins per share. In the next charts, I will show you how this has grown. This is for you to see how this has increased, and also Bitcoin portfolio valuation with the valuation of the asset was around R\$30 million.

Now this chart shows us the price of our share throughout the year, but it also shows you the traded volume and the exchange, and how much this has changed throughout time.

The first purchase of Bitcoin was in March. 10% of cash was in March, but in April, we summoned the general meeting to change the strategy of the Company so we could become a Bitcoin Treasury Company to increase the amount of Bitcoins per share. When we summoned this meeting, we saw two things happening:

Number one was the evaluation and a strong appreciation of our share, generating more value to our shareholders. Since this day, the appreciation was almost 77%. So, if we analyze from the beginning of the year, our share has valued around 120% throughout 2025.

And the traded volume that in the past was very low, around R\$2, 3, 4 million a day, this hindered greater investors to create positions and to become shareholders. The average volume that was traded since the day of the meeting went from R\$3 million to R\$37.6 million per day on average.

So, this shows us how the Bitcoin strategy, as a matter of fact, has put us under the radar of the investors, not only retail investors, but mainly the institutional investors that have helped us to create this follow-on of around R\$170 million net that have already been used to buy more Bitcoin. Now, we are amongst the 50 main holders of Bitcoin within public companies, and we are the greatest Bitcoin holders in Latin America when we think about public companies.

Here, I have this chart just to show you that our shareholder that had shares during 1Q25, when we acquired 10% of our cash, this same shareholder for each share has 10 times more Bitcoins directly, because of our actions using our cash to buy more Bitcoin, to using the business cash generation to buy more Bitcoin, and the follow-on of shares that allow us to buy even more and increase significantly the amount of Bitcoins per share for our shareholders.

The purchase average price is around US\$103,189, but as we always say, we do not have an alpha price for assets. Our investment horizon is for always. We do not intend to sell the assets. We want to use it from cash, we want to use it from the market to issue follow-ons in order to buy more. So, here we have the average price so you can see the appreciation, but we want to maintain this asset within our balance, and we want to increase the amount of Bitcoins that we have.

In the beginning of a strategy of a Bitcoin treasury Company, we have done a lot, but I could say that what we have done mainly since we started is in the backstage. You still cannot see it. We have done a lot to create structures that can help us to create new types of issuers, to be more nimble, to bring capital from new investors.

There is a lot of red tape that we focused on in the first five months, and we feel even more prepared. One of these red tapes would be the listing in the United States. We submitted our paperwork to have a listed ADR in the US so that our shares are more liquid to achieve the American market and to bring interested investors. This takes some time. There was a timeline in a recent material fact. Our expectation to become public abroad. This takes time, but once it is concluded, we will be able to harvest good results.

It is just an example. We have other initiatives that we are undergoing, and we are reassured because, as we deliver these initiatives, we will be able to become a Bitcoin Treasury Company that is more nimble and more efficient.

Now we have this slide so we can break out the valuation of the market cap of the Company. The date here is August 5. It was around R\$612.4 million, while the Company during the same day had R\$71.5 million in cash and then a number of Bitcoins and cash of R\$374.3 million.

If we exclude this from cash and Bitcoin, the Company has an enterprise adjusted value of R\$166.7 million. If we consider that the EBITDA of the last 12 months was R\$75.6 million, and an EV/EBITDA multiple, the market value is 2.2 times the EBITDA of the last 12 months of the Company.

I am showing you this just to underscore two things: that the Company is well managed by Gabriel, and the Company and Gabriel have a target that is to increase users, to increase financial services, shopping, and at the end of the line, generating more cash, and we want this cash to be used so we can carry out more movements as a Bitcoin Treasury Company.

We already have a relevant position. We are the greatest Bitcoin holder in Latin America, and we expect Bitcoin to continue to increase value. We believe that this is the best asset that we could have in our treasury, but this is not enough for us. We are always looking for new ways of increasing the amount of Bitcoins that we have per share for our shareholders. What we recently did was a follow-on. We are always seeing new ways of being agile and being aggressive so that we can increase the number of Bitcoins that we hold.

So our market value is made up from a business managed by Gabriel and our treasury, and how efficiently we are bringing more Bitcoins to our balance and the appreciation of the Bitcoin throughout time.

So now, this is just an invitation for all of you. We will have our Q&A session that will take place throughout this link. It is more focused on the Méliuz operation, and Marcio, Gabriel, I can also answer questions, but afterwards, we will go to X, and we will continue with this talk. The link was announced a couple of minutes ago, so we will have three guests that understand a lot about Bitcoin and the thesis of Bitcoin Treasury companies, and we will have an open conversation about this side of the Company. We wait for you.

So Marcio can conduct our Q&A session, and I am at your disposal.

Marcio Penna:

Thank you, Israel, Gabriel. Exactly. We invite all of you to participate in our first talks with guests through X. The link has already been communicated to the market through mailing, and you can find it on our site. There is a pop-up on our site, and in the pop-up, you will see the link. I think this will be a nice and short conversation as of noon today.

Ricardo Buchpiguel, BTG Pactual:

Thank you for the opportunity of posing questions. In 2Q25, you generated R\$10 million of EBITDA. Without excluding taxes, that became an operating cash of R\$3, 4 million. So, would it not be interesting if you could elaborate on which lines are impacting this cash conversion? What can we expect during the next quarters?

And two, you spoke about marketing investments. You said they can provide more growth opportunities. Now, thinking about this, does it make sense to wait for the GMV of the Company accelerating the growth of the Company? When do you expect to see the return on your marketing investment?

Gabriel Loures:

Thank you, Ricardo, for your questions.

I will start with your second question, that is the growth of GMV. As you know, we always announce the number of users with good retention. Our business is based on creating new numbers of users in e-commerce, and it has to be retained throughout time.

We do not provide guidance to tell you what the GMV of the upcoming quarters will be. A good proxy would be to see the past retentions that we allowed, what the cohort retention is like, and with the 33% of new users and the increase of users, to see the expected behavior.

We have seen the activation of new registries attracting new buyers. These new purchasers remain on our platform, and what can I say in terms of marketing investments? It has increased, but we closely follow up the ROI and payback, and they are within the expected return. We did not drop the return expected, so we are maintaining the short-term payback and the return in the short term. Now, the users will generate shopping and other lines, new products, financial services, invoices. I cannot give you a figure.

Now, regarding cash conversion, obviously, we have items; depreciation is highly controlled; we have taxes, and there is no significant point that can impact the net conversion to net profit. We want to generate more EBITDA in cash.

If you see our adjusted EBITDA of the last 12 months, it is lower than the accounting EBITDA because we adjusted it downward, due to a non-cash impact in 2024, because there was a reversion of an earnout.

So, there are things that changed the conversion. We want to grow more in EBITDA and to grow cash generation for the acquisition of Bitcoin. As we announced when we started our strategy, we had a minimum cash that will be respected so that the business continues with a minimum cash to invest, to grow, and to guarantee the sustainability of the business in the long term. But the cash generation based on the minimum cash, we will buy Bitcoin, so we will probably purchase more Bitcoins in brief.

Ricardo Buchpiguel:

Now, thinking about the EBITDA conversion in EBITDA, I know that there are effects that are connected to intangible capital expenditures. You capitalize, you have variation of working capital, etc. Does it make sense to think about the levels of 2Q25 as a good proxy in terms of what to expect?

Gabriel Loures:

There is a working capital that varies a lot. If we see the accounts receivable, accounts payable, and accounts, and the balance this varies throughout the quarters. We would have to analyze a longer period to see a comparison that shows variation in the balance that is stable. Here we have seen no effect during 2Q25 that affects other quarters, but this will depend on the payment of our suppliers and what we receive from our customers.

Thank you, Ricardo.

Andrew Ruben, Morgan Stanley:

Hi. Thank you very much for the question and all the color on the call.

Maybe one on the operations and one on the Bitcoin strategy. Just on the take rates, I know that 1Q25 was a historical high for the Company, but what was different about 1Q25 and what has evolved into 2Q25? I am just trying to understand the more normalized rate for take rates going forward.

And then, second, on the Bitcoin strategy, I am curious if you can elaborate a bit more about what you can do with the Bitcoin. I know you are trying to increase the number of Bitcoin per share, but other than this holding value, how can you treat Bitcoin as an asset leverage in other ways? I am curious about your color there.

Thank you.

Gabriel Loures:

Thank you, Andrew.

I am going to answer the first question, that is the question regarding the operation. When we see 1Q25 take rate, it was above 8%, and it was the maximum that we achieved. These were seasonal effects of campaigns that we held with partners. These were aggressive campaigns where we were able to generate a significant sales volume. Now our work here is to frequently guarantee campaigns that are out of the standard, but this was the first impact. We do not expect to see this every quarter.

As I mentioned, we have focused on creating new business models that allow us to have these campaigns. The impact of 1Q25 was a campaign impact where brands could directly invest in

their products within our channels and in budgets that were shared with our partner e-commerces.

In practice, we were able to have a different business model with a significant result, and we want to maintain these results from here on, not at the levels of 1Q25, that were atypical because of the size of the campaigns, but we expect our take rate to be above 7% and to be able to deliver significant results in the upcoming quarters.

Now, Israel will answer the question regarding Bitcoin and what else can we do with our reserves.

Israel Salmen:

Andrew, thank you very much for your question.

Currently, our strategy is to purchase and accumulate and to maintain the Bitcoin within our treasury in a safe way, following the custody movements of the ETFs. We do not want to use this Bitcoin to create leverage or to use it as a guarantee. We just want to accumulate Bitcoin and have more Bitcoins in our treasury, but to do it in an attractive way for the shareholders.

If we carry out a follow-on as we did recently, it has to be at a certain price, and we always want to have a positive result so that we can add value to our shareholders. This is how we see Bitcoin today.

Did I answer your question?

Andrew Ruben:

Yes, that is very clear. Thank you both.

Marcio Penna:

Thank you, Andrew, for your question.

There are no further questions today. I thank you all for your participation. I do invite you to participate in our first talk. There are three guests that are extremely knowledgeable on Bitcoin, and I will hand it over to Gabriel for his final comments.

Gabriel Loures:

Thank you very much for participating in our call.

As I mentioned, this has been a very important quarter to consolidate our strategy. We completed this first quarter end-to-end as a Bitcoin Treasury Company, so this is the first result that we delivered as a Bitcoin Treasury Company.

So we want to continue generating more EBITDA, more net profit, more cash to buy Bitcoin, and our investments throughout the last quarters, together with our operational efficiency, will allow this result to be more positive, and we will be able to increase our Bitcoin Yield.

Thank you very much once again for participating, and we expect to see you in our Twitter meeting. Thank you very much, and we will bring to an end the conference call of 2Q25.