



**LISTED COMPANY**

CNPJ/ME: 14.110.585/0001-07

NIRE: 35.300.616.316

**Méliuz enters into a definitive agreement with banco BV  
for the transfer of 100% of Bankly**

**Méliuz S.A.** (B3: CASH3) ("Méliuz" or "Company"), in continuity with the Material Facts disclosed to the market on December 30, 2022, March 8, 2023, and March 31, 2023, informs to its shareholders and to the market in general, the following:

***Méliuz and banco BV Investment Agreement***

The Company informs that yesterday, on June 1st, 2023, it entered into a definitive investment agreement for the sale to Banco BV S.A. ("banco BV") of all the shares owned by the Company issued by Acesso Soluções de Pagamento S.A. ("Bankly") and up to 100% of the shares issued by Acessopar Investimentos e Participações S.A ("Acessopar").

The sale of the shares issued by Bankly and up to 100% of the shares issued by Acessopar, a subsidiary of the Company (pursuant to article 252 et seq. of the Brazilian Corporation Law) that holds 52.19% of Bankly's capital stock, will be carried out based on an enterprise value of R\$210 million, which amount will be paid in a single installment, in cash, subject to certain adjustments, including adjustment by the positive variation accumulated of the CDI rate between March 30, 2023, and the date of the effective payment of the price by banco BV to the Company.

The transaction may be carried out directly or through a subsidiary of banco BV and the completion of the sale and transfer of Bankly and Acessopar is subject to the implementation of conditions precedent agreed between the parties ("Closing"), including the approval of the transaction before Brazilian authorities, such as the Administrative Council for Economic Defense (CADE) and the Central Bank of Brazil (BACEN).

Lazard and Pinheiro Neto Advogados advised the Company and Lefosse Advogados advised banco BV.

## ***Preference Rights***

Pursuant to the Company's Extraordinary General Meeting held on April 24, 2023, which offered the Company's shareholders preference rights for the acquisition of shares issued by Acessopar, in compliance with article 253 of the Brazilian Corporation Law, we inform that the period for exercising preference right has expired on May 25, 2023.

Thus, only those shareholders who have actually exercised their preference right (CASH1) by May 25, 2023, pursuant to the terms and conditions disclosed by the Company, are entitled to shares issued by Acessopar. Therefore, the shareholders or investors that have received or acquired, in the secondary market, the preference right (CASH1) without effectively exercising it by paying the exercise price of the preference right for the acquisition of Acessopar shares, within the period ending on May 25, 2023: (i) are not entitled to any compensation; and (ii) will not receive any asset or amount in consideration for the acquisition of the preference right (CASH1).

Within the aforementioned period, preference rights to the acquisition of 330 shares issued by Acessopar were duly exercised, representing 0,0056085745% of the total capital stock of Acessopar, which will be transferred to the respective shareholders on the date of Closing of the transaction with banco BV.

Finally, we reiterate that any preference right (CASH1) not exercised by May 25, 2023 has formally expired and may no longer be exercised. That is, as of May 26, 2023, all preference right positions (CASH1) were definitively cancelled, and any exercise requested by the holder of the preference right after May 25, 202 will not be considered, in accordance with the terms of the Company's Extraordinary General Meeting held on April 24, 2023.

Méliuz will keep its shareholders and the market informed about any developments on the topics covered by this material fact.

São Bernardo do Campo, June 2, 2023

**Marcio Loures Penna**  
**Investor Relations Officer**