



INFRACOMMERCE CXAAS S.A.
Public Company with Authorized Capital
CVM Code No. 2574-7
CNPJ/MF No. 38.456.921/0001-36 | NIRE 35300557361
Av. das Nações Unidas, 12,901, 32nd floor, Room G, North Tower of the United Nations Business Center | ZIP
Code 04.578-910, São Paulo/SP
ISIN Code of Shares "BRIFCMACNOR8"
Trading Code of Shares on B3: "IFCM3"

MATERIAL FACT

UPDATES ON THE RESTRUCTURING PLAN

São Paulo, March 28, 2025: Infracommerce CXaaS S.A. ("Infracommerce" or "Company") (B3:IFCM3), in compliance with the provisions of art. 157, § 4º, of Law No. 6.404/76 ("LSA"), and CVM Resolution No. 44, of August 24, 2021, informs its shareholders and the general market as follows.

In addition to the relevant facts disclosed on August 13, September 11, October 7, October 22, 2024, and March 25, 2025, the Company announces that it has concluded, on this date, the signing of an amendment to the binding agreement with Itaú Unibanco S.A., Banco Santander (Brasil) S.A., Banco do Brasil S.A., and Banco ABC Brasil S.A., financial institutions that are its main creditors ("Main Creditors"), GB Securitizadora S.A. ("GB"), Vermelha do Norte Participações S.A. ("Newco"), and New Retail IFC Brasil S.A., a wholly-owned subsidiary of the Company ("New Retail Brasil"), to reflect changes in the terms and conditions for the implementation of the restructuring and turnaround plan to improve its capital structure and operational performance ("Restructuring Plan" and "Restructuring Agreement," respectively).

Given the current circumstances related to the beginning of the structuring of the Restructuring Plan, after continuous and constructive dialogue between the Company and its Main Creditors, it was concluded that the combined structure of the Company's operations in Brazil and other Latin American countries is the most appropriate for the moment, considering, mainly, the recent improvement in the performance of the operation in Brazil.

Thus, the Restructuring Plan no longer includes the payment in kind to NewCo of all the shares it holds and issues of New Retail Limited, controlled by the Company ("NR" and "Payment in Kind," respectively). The Company believes that maintaining the combination of the operations with NR, without the Payment in Kind, will contribute to the financial and strategic stability of the Company, as well as provide additional resources to achieve greater operational efficiency and promote greater alignment between the markets served by the Company.

In this sense, the Restructuring Plan was amended to reflect certain changes to the previously negotiated conditions, including:

- Changes to the disbursement schedule of the financing with GB, totaling up to R\$70,000,030.00 (seventy million and thirty reais), in four tranches. The financing

is already contracted and issued through commercial notes, with two tranches totaling R\$25,000,000.00 (twenty-five million reais) already disbursed ("GB Financing");

- Implementation of corporate reorganization, resulting in the establishment of the wholly-owned subsidiary New Retail Brasil, which now holds the shares issued by NR previously held directly by the Company, representing approximately 83.6% of NR's share capital ("Drop Down");
- Changes to the terms and conditions of private debentures, mandatorily convertible into shares, to be issued by the Company ("IFC Debentures"), which are now divided into two series to be subscribed: (d.1) regarding the IFC Debentures of the first series, by NewCo, to be paid with the balance of the Company's debts to the Main Creditors, amounting to approximately R\$693,600,000.00 (six hundred ninety-three million six hundred thousand reais), which represented, on December 31, 2024, approximately 90.2% of the sum of loan and debenture balances on the Company's balance sheet; and (d.2) regarding the IFC Debentures of the second series, by all minority shareholders of NR ("NR Minority Shareholders"), to be paid with the shares issued by NR held by the NR Minority Shareholders, representing a value of approximately R\$72,453,808.43 (seventy-two million, four hundred and fifty-three thousand, eight hundred and eight reais and forty-three cents), representing approximately 16.4% of NR's share capital, resulting in the Company holding, directly and indirectly, full participation in NR's share capital;
- Considering the preemptive rights of current shareholders in subscribing to the IFC Debentures, to ensure that all shares of NR held by NR Minority Shareholders are transferred to the Company and/or New Retail Brasil, NR Minority Shareholders will grant New Retail Brasil a call option (and New Retail Brasil will grant NR Minority Shareholders a put option) regarding any shares of NR held by NR Minority Shareholders after the subscription of the IFC Debentures, under the terms of the "Put and Call Option Relating to Shares in New Retail Limited" ("Purchase and Sale Option Agreement") entered into between NR, the Company, New Retail Brasil, and NR Minority Shareholders;
- Granting, within the scope of the IFC Debentures and debentures issued by NewCo ("NewCo Debentures"), additional fiduciary guarantee in the form of a surety to be granted by New Retail Brasil, and real guarantee through the establishment of (i) fiduciary assignment of New Retail Brasil shares to be established by the Company in favor of the IFC Debentures and other creditors, and (ii) guarantee, to be established by New Retail Brasil, on NR shares, governed by Cayman laws ("Guarantees"). Furthermore, the intermediate guarantee mentioned in the Relevant Fact disclosed on October 7, 2024, will no longer be granted as collateral for the GB Financing and debts subject to restructuring with the Main Creditors; and
- Except for the exclusion of the issuance of subscription bonuses as an additional advantage to subscribers of the IFC Debentures, the other main conditions of the IFC Debentures disclosed in the relevant fact of October 7, 2024, remain unchanged.

On this date, several precedent conditions provided for in the Restructuring Agreement have already been met, including, among others: (i) the completion of the Drop Down; (ii) the approval by the Company's shareholders, at the Extraordinary General Meeting held on February 18, 2025, of the increase in the authorized capital limit provided for in the bylaws; (iii) the renegotiation of other debts with certain creditors, as disclosed in the

relevant fact on March 25, 2025; and (iv) the formalization of the GB Financing documents.

However, for the Restructuring Plan to be implemented, in addition to the issuance and payment of the IFC Debentures, the granting of Guarantees, and the measures mentioned above, other conditions provided for in the Restructuring Agreement must still be met, including, among others, the completion of negotiations with certain creditors (which are already at an advanced stage). Additionally, the issuance of NewCo Debentures must be completed for subscription and payment by the Main Creditors through the assignment of all credits they hold against the Company, as well as the formalization of the documentation related to this issuance.

The successful implementation of the Restructuring Plan, after the applicable steps are completed, will represent an important milestone for the Company in readjusting its capital structure. The Company's management emphasizes that it has made and will continue to make every effort to renegotiate and restructure its main debts, continuously and diligently analyzing the most appropriate structure for the financial recovery, in the best interest of the Company.

The Company will keep its shareholders and the general market informed about any additional facts related to this relevant fact, if applicable, under the applicable regulations.

THIS MATERIAL FACT SHOULD NOT, UNDER ANY CIRCUMSTANCES, BE CONSIDERED AS AN INVESTMENT RECOMMENDATION IN THE SHARES. WHEN DECIDING TO EXERCISE THEIR PREEMPTIVE RIGHTS, HOLDERS SHOULD CONDUCT THEIR OWN ANALYSIS AND EVALUATION OF THE COMPANY'S FINANCIAL SITUATION, ITS ACTIVITIES, AND THE RISKS ARISING FROM INVESTING IN SHARES.

Bruno de Andrade Vasques
Investor Relations Director

About Infracommerce

Infracommerce is a white-label digital ecosystem that operates under the concept of Customer Experience as a Service (CXaaS). The Company offers digital solutions ranging from platform and data to logistics and payments that simplify the digital operations of businesses of any type, from luxury markets to large retailers and industries. With presence in Brazil, Mexico, Panama, Ecuador, Colombia, Peru, Chile, Argentina, and Uruguay, and approximately 3,500 employees, the Company was awarded as the Best Digital Solutions Company by the Brazilian Association of Electronic Commerce. For more information, visit ri.infracommerce.com.br.

Contacts

Investor Relations

Tel: +55 (11) 3848-1313 ou +55 (11) 94009-7825

investor@infracommerce.com.br

Press Relations

Tel: +55 (11) 99920-9079

infracommerce@giusticom.com.br