



**INFRACOMMERCE CXAAS S.A.**

Publicly Held Company with Authorized Capital

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 Centro Empresarial Nações Unidas | ZIP

Code 04.578-910, São Paulo/SP

ISIN Code of Shares "BRIFCMACNOR8"

Trading Code of Shares on B3: "IFCM3"

**IMPLEMENTATION OF THE RESTRUCTURING PLAN**

**São Paulo, May 23rd, 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, hereby informs its shareholders and the market in general of the following:

Further to the material facts disclosed on August 13, September 10, October 7, October 22, and November 7, 2024, as well as on March 25 and 28, 2025 ("**March 28 Material Fact**"), and April 13, 2025 ("**April 13 Material Fact**"), the Company announces that, as of this date, all remaining conditions precedent set forth in the binding agreement executed with Itaú Unibanco S.A., Banco Santander (Brasil) S.A., Banco do Brasil S.A., and Banco ABC Brasil S.A., the Company's main financial 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**"), for the implementation of the restructuring and turnaround plan aimed at improving its capital structure and operational performance (the "**Restructuring Plan**" and the "**Restructuring Agreement**," respectively), have been duly fulfilled.

The following measures, among others, have been implemented:

- i) the due subscription and payment by the Main Creditors of the NewCo Debentures, through the assignment of the entirety of their claims against the Company;
- ii) the payment of the IFC Debentures (as defined in the March 28, 2025 Material Fact) on this date, as follows: (a) the first series was paid through the credits held by NewCo, as described above; and (b) the second series was paid through the contribution of a 16.4% equity interest in the total share capital of the Company's operations in other Latin American countries;
- iii) the granting of the Guarantees (as defined in the March 28, 2025 Material Fact); and
- iv) the conclusion of negotiations with certain creditors.

As a result of these steps, the Company:

- i) converts, as of this date, approximately R\$732,400,000.00 of its bank debt into IFC Debentures, with a five (5)-year maturity term, which shall be mandatorily or optionally converted into common, registered, book-

entry shares with no par value issued by the Company: (a) optionally, during the period between the Final Subscription Date (as defined in the April 13 Material Fact) and the fifth (5th) business day prior to the Maturity Date (as defined in the April 13 Material Fact) of the IFC Debentures; and (b) mandatorily, on the Maturity Date of the IFC Debentures and/or within five (5) business days following a resolution by the debenture holders to that effect, subject to the conversion procedures set forth in the Indenture (as defined in the April 13 Material Fact);

- ii) completes the restructuring of other liabilities with certain creditors (as described in the material facts disclosed on November 7, 2024, and March 25, 2025); and
- iii) assumes 100% (one hundred percent) ownership of the operations in the other Latin American countries (Argentina, Chile, Colombia, Peru, Uruguay, Mexico, Ecuador, and Panama).

Accordingly, the Restructuring Plan has been effectively implemented as of this date, in accordance with the terms of the Restructuring Agreement.

The implementation of the Restructuring Plan marks the conclusion of a significant milestone for the Company, reflecting the efforts undertaken in recent months to rebalance its capital structure and enhance its operational efficiency. In doing so, Infracommerce reaffirms its commitment to financial discipline, the creation of sustainable value for its shareholders, and the maintenance of transparent communication with the market.

The Company will keep its shareholders and the market in general informed of any further developments related to this material fact, as applicable and in accordance with the relevant regulations.

**THIS MATERIAL FACT SHALL NOT, UNDER ANY CIRCUMSTANCES, BE CONSTRUED AS AN INVESTMENT RECOMMENDATION. WHEN EXERCISING THEIR PREEMPTIVE RIGHTS, HOLDERS MUST CONDUCT THEIR OWN ANALYSIS AND ASSESSMENT OF THE COMPANY'S FINANCIAL CONDITION, ITS BUSINESS ACTIVITIES, AND THE RISKS ASSOCIATED WITH INVESTING IN SHARES.**

**Bruno de Andrade Vasques**  
Investor Relations Director

## About Infracommerce

Infracommerce is a white-label digital ecosystem operating under the Customer Experience as a Service (CXaaS) model. The Company provides end-to-end digital solutions – from platform and data to logistics and payments – simplifying the digital operations of businesses across all sizes and sectors, including the luxury market, major retailers, and manufacturers. Present in Brazil, Mexico, Argentina, Colombia, Chile, Peru, Uruguay, Ecuador, and Panama, and with approximately 2,500 employees, Infracommerce has been recognized as the Best Digital Solutions Company by the Brazilian E-Commerce Association. For more information, please visit: [ri.infracommerce.com.br](https://ri.infracommerce.com.br).

## Contacts

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