



INFRACOMMERCE CXAAS S.A.

Publicly Held Company 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 the Shares "BRIFCMACNOR8"

Trading Code of the Shares on B3: "IFCM3"

MATERIAL FACT

**PRIVATE CAPITAL INCREASE FOR CREDIT CAPITALIZATION PURPOSES AND
OPENING OF WARRANTIES EXERCISE PERIOD**

São Paulo, November 07, 2024: Infracommerce CXaaS S.A., "Infracommerce" or "Company" (B3:IFCM3), in compliance with the provisions of article 157, § 4, of Law No. 6,404/76 ("LSA"), and CVM Resolution No. 44, of August 24, 2021, hereby informs its shareholders and the general market as follows.

Private Capital Increase for Credit Capitalization Purposes

In a Board of Directors meeting held on November 07, 2024 ("BDM"), an increase in the Company's capital stock was approved, within the limit of the authorized capital stock provided for in the Bylaws, in the amount of twenty four million, fifty nine thousand, two hundred and forty seven reais (R\$ 24,059,247.00), through the private subscription of one hundred and sixty million, three hundred and ninety-four thousand, nine hundred and eighty (160,394,980) common, nominative, book-entry shares with no par value to be issued by the Company ("Shares"), pursuant to §2 of article 171 of the LSA, for the purpose of capitalizing credits arising (i) from the mandatory ordinary early redemption of twenty-two thousand, two hundred and seventy-five (22,275) commercial notes, as provided for in the terms of the Commercial Notes Issuance Agreement, in three (3) series, for private placement, of the third (3rd) issuance of the Company, executed on October 21, 2024 ("Issuance Agreement"); and (ii) from net remuneration incentives owed to the Company's administrators ("Capital Increase").

The issue price will be R\$ fifteen cents (0.15) per Share, set in accordance with article 170, paragraph one, item III of the LSA, taking into account the weighted average of the daily quotation of the Company's shares, at the close of trading, on the stock exchange, B3 S.A. – Brasil, Bolsa, Balcão ("B3"), weighted by the daily volume of shares traded, in the period of the last thirty (30) trading sessions, held between September 26, 2024 (inclusive) and November 06, 2024 (inclusive), without any premium or discount.

The preemptive right to subscription of the Shares subject to the Capital Increase will be

assured to the Company's shareholders, during the period from November 13, 2024 (inclusive) to December 12, 2024 (inclusive), observing the procedures established by BTG Pactual Serviços Financeiros S.A. DTVM, the bookkeeper of the Company's shares ("Bookkeeper"), and by the B3 Central Securities Depository ("Central Securities Depository"), with the Company's shares being traded ex-subscription right from November 13, 2024 (inclusive).

Subscription procedures and other information, as well as the other terms and conditions of the Capital Increase, are presented in detail in the Notice to Shareholders published on this date, in accordance with the provisions of article 33, item XXXI and Annex E, of CVM Resolution No. 80, of March 29, 2022, as amended.

Warranties issued within the scope of the last public offering of shares (Follow-on)

The BDM also approved the single period in which the eighty-three million, three hundred and thirty-three thousand, three hundred and thirty-three (83,333,333) warranties issued by the Company, through a meeting of the Board of Directors held on December 14, 2023 ("Warranties BDM"), and granted as an additional advantage to subscribers of shares within the scope of its last public offering of primary distribution of shares ("Warranties"), may be exercised, which is, from November 8, 2024 (inclusive) until November 14, 2024 (inclusive) ("Exercise Period"), in accordance with the procedures established by the Bookkeeper and the Central Securities Depository.

The exercise price of the Warranties will be fifteen cents (R\$ 0.15), corresponding to the weighted average of the daily quotation of the Company's shares, at the closing of the trading session, on the stock exchange, B3, weighted by the daily volume of shares traded, in the period of the last sixty (60) trading sessions, held between August 15, 2024 (inclusive) and November 6, 2024 (inclusive), and applying a discount of fifteen percent (15%), as per the criteria provided in the Warranties BDM.

After the Exercise Period, the Warranties will be deemed extinguished.

Exercise procedures and other information are presented in detail in the Notice to Shareholders published on this date.

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

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

Matias Lengler Michaelsen
Investor Relations Officer

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 kind, from luxury markets to large retailers and industries. With a presence in Brazil, Mexico, Panama, Ecuador, Colombia, Peru, Chile, Argentina, and Uruguay, and about 3,500 employees, the Company was awarded as the Best Digital Solutions Company by the Brazilian E-commerce Association. For more information, visit ri.infracommerce.com.br.

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