



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

**HOMOLOGATION OF THE PRIVATE SHARE CAPITAL INCREASE FOR CREDIT
CAPITALIZATION PURPOSES**

São Paulo, May 5, 2025: Infracommerce CXaaS S.A. ("Infracommerce" or the "Company") (B3: IFCM3), in compliance with Article 157, paragraph 4, of Law No. 6,404/76 ("Brazilian Corporation Law"), and with the provisions of CVM Resolution No. 44, dated August 24, 2021, hereby informs its shareholders and the market in general, further to the Material Fact and Shareholders' Notice disclosed by the Company on March 25, 2025, that, considering the resolutions taken at the meeting of the Company's Board of Directors held on March 24, 2025, and the expiration of the preemptive rights period granted to the Company's current shareholders, which ended on April 30, 2025 (inclusive), in accordance with Article 171, paragraph 2, of the Brazilian Corporation Law, the Board of Directors, at a meeting held on May 2, 2025, approved the ratification of the Company's capital increase, by means of a private subscription, within the limit of the authorized capital provided for in the Bylaws, in the total amount of forty-seven million, seven hundred and seventy-two thousand, nine hundred and seventy-five reais and ninety-five cents (BRL 47,772,975.95), through the private subscription of six hundred and eighty-two million, four hundred and seventy-one thousand and eighty-five (682,471,085) common, nominative, book-entry shares with no par value to be issued by the Company (the "Shares"), for the purpose of capitalizing credits arising from: (i) net incentive compensation payable to a Company officer; (ii) past mergers and acquisitions (M&A) transactions conducted by the Company and its subsidiaries; (iii) from the mandatory ordinary early redemption of thirteen thousand, eight hundred and sixty (13,860) 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 and (iv) the provision of certain services to the Company (collectively, the "Credits" and the "Capital Increase", respectively).

As a result, the Company's share capital will increase from (two billion, eighty million, two hundred twenty thousand, one hundred fifty-nine reais and thirty-eight cents (BRL 2,080,220,159.38), divided into seven hundred ninety-seven million, nine hundred thirty-seven thousand, two hundred and two common shares (797,937,202), to two billion, one hundred twenty-seven million, nine hundred ninety-three thousand, one hundred thirty-five reais and thirty-three cents (BRL 2,127,993,135.33), divided into one billion, four hundred eighty million, four hundred eight thousand, two hundred eighty-seven (1,480,408,287) common, nominative, book-entry shares with no par value.

The Shares issued within the scope of the Capital Increase will entitle their holders to the same rights as those conferred to holders of the Company's other shares, in accordance with the Bylaws and applicable law, including the right to receive dividends and other distributions of any kind declared by the Company as of this date.

The Shares will be credited to the respective subscribers, in accordance with the specific rules of the Central Securities Depository of B3 S.A. – Brasil, Bolsa, Balcão and BTG Pactual Serviços Financeiros

S.A. DTVM, the bookkeeping agent of the Company's shares, within three (3) business days from this date.

Within the scope of the exercise of preemptive rights, two hundred eighty-eight million, seven hundred sixty-six thousand, six hundred fifty (288.766.650) Shares were subscribed and paid-in at the issue price of seven cents (BRL 0.07) per Share, as set forth in the Shareholders' Notice disclosed on March 25, 2025, totaling the amount of twenty million, two hundred thirteen thousand, six hundred sixty-five reais and fifty cents (BRL 20.213.665,50), which was proportionally allocated to the holders of the respective Credits. The remaining three hundred ninety-three million, seven hundred four thousand, four hundred thirty-five (393.704.435) Shares issued within the scope of the Capital Increase were subscribed and paid-in by the holders of the Credits, considering the residual amount of Credits to be capitalized.

Accordingly, (i) no apportionment of unsubscribed shares occurred, since the Shares not subscribed under the preemptive rights were subscribed by the holders of the Credits, as previously disclosed in the Shareholders' Notice on March 25, 2025, and in accordance with item 7.8.1 of Official Circular/Annual-2025-CVM/SEP; and (ii) the Credits are deemed, as of this date, to be fully capitalized for all legal purposes.

The Company will keep its shareholders and the market duly informed of any additional facts related to this material fact, as applicable, in accordance with the applicable regulations.

Bruno de Andrade Vasques
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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