



CLSA
B3 LISTED NM

Clear Sale S.A.

A Publicly Listed Authorized Capital Company
CNPJ/MF nº 03.802.115/0001-98
NIRE 35.3.0037927-6

NOTICE TO THE MARKET

Published news clarifications

São Paulo, January 19, 2022 - The **Clear Sale S.A.** (B3: CLSA3; "Company" or "ClearSale"), informs that it received, on January 18, 2022, the following request for clarification from the Securities and Exchange Commission (CVM):

Dear Mr Director,

1. *We refer to the news published on the Brazil Journal portal, on 01/17/2022, entitled "ClearSale makes its first M&A, an 'acqui hire' in software", of which we highlight the following excerpt:*

(...)

*"Our belief is that what we do within the company is what will be reflected in the share price, sooner or later. **ClearSale continues to grow at the same rates, between 25% and 35% per year, with slightly lower margins, but on schedule,**" says Bernardo.*

(...)

2. *In this regard, we request your opinion on the veracity of the highlighted excerpt above published in the news, and, if so, inform the reasons why you considered the matter not to be a Material Fact, pursuant to CVM Resolution No. 44 /2021, as well as providing additional clarifications on the matter, informing which growth indicator it refers to, the period, in addition to other pertinent aspects.*

3. Such statement must include a copy of this Official Letter and be forwarded through the Empresas.NET System, category "Notice to the Market", type "Clarifications on questions from CVM/B3". Compliance with this request for a statement through a Notice to the Market does not exempt the eventual determination of liability for the timely non-disclosure of a Material Fact, pursuant to CVM Resolution No. 44/2021.

4. We highlight the following guidance from the IO CIRCULAR/CVM/SEP/Nº 1/2021, item 3.2.2:

Early disclosure of financial information, which will be made public later in the financial statements, must be carried out on an exceptional basis. If the company opts for early disclosure of certain data, it must do so in an equitable manner and emphasize that it is preliminary information, including whether or not it has been audited or reviewed by independent auditors.

It is worth remembering that, pursuant to article 14 of CVM Instruction No. 480/09, the information disclosed must be true, complete, consistent, and must not mislead investors. This exceptional disclosure must be made, as a rule, by means of a Material Fact. In SEP's understanding, it is assumed that the financial statements contain information considered relevant, pursuant to CVM Instruction No. 358/02. It is observed that the CVM Board has already expressed its understanding that the relevance of the content of the financial statements must be assessed in each specific case.

We emphasize that, pursuant to article 3 of CVM Resolution No. 44/2021, the Investor Relations Officer is responsible for disclosing and communicating to the CVM and, as the case may be, to the stock exchange and organized over-the-counter market entity in which the values securities issued by the company are admitted to trading, any relevant act or fact occurring or related to its business, as well as ensuring its wide and immediate dissemination, simultaneously in all markets where such securities are admitted to trading.

5. By order of the Superintendence of Relations with Companies, we warn that it will be up to this administrative authority, in the use of its legal attributions and, based on item II, of art. 9, of Law No. 6,385/76, and in art. 7, combined with art. 8, of CVM Resolution No. 47/21, determine the imposition of a punitive fine, without prejudice to other

administrative sanctions, in the amount of BRL 1,000.00 (one thousand reais), for non-compliance with the requirements formulated, until January 19 of 2022.

Regards,

In response to the request referred to, the Company (a) confirms the veracity of the highlighted excerpt of the news published on the Brazil Journal portal, on 01/17/2022, entitled "ClearSale makes its first M&A, a software 'acquihiere'" and (b) clarifies that the information referred to in the reference section is public data regarding the performance of the Company's net operating revenue and gross margin in the 2nd and 3rd quarter of 2021 and can be extracted from the Quarterly Information (ITRs) and presentations of results related to the quarters in question.

Indeed, the ITR for 2Q21 (2nd quarter of 2021), released on August 13, 2021, shows a net operating revenue of R\$ 112.2 million, compared to R\$ 83.1 million in 2Q20 - that is, growth of 35% of net operating revenue in a 12-month period -, and a gross margin of 40.7%, compared to 54.9% in 2Q20 - that is, a decrease in gross margin by 14.2 percentage points in a period of 12 months. Both information were highlighted in the comments on the performance of the ITR/2Q21 (see pages 18 and 21 of the ITR/2Q21) and in the earnings release that accompanied the respective disclosure.

Likewise, the ITR for 3Q21 (3rd quarter of 2021), released on November 16, 2021, shows net revenue of R\$116.2 million, compared to R\$93.9 million in 3Q20 - that is, a growth of 24% of net operating revenue in a 12-month period -, and a gross margin of 39.2%, compared to 48.1% in 3Q20 - that is, a decrease in gross margin by 8.9 percentage points in a 12-month period. In this case, both information were highlighted in the comments on the performance of the ITR/3Q21 (see pages 21 and 26 of the ITR/3Q21) and in the earnings release that accompanied the respective disclosure.

Once it has complied with the request made, the Company makes itself available to the CVM to provide any and all additional clarifications that may be necessary.

Renan Shigueo Ikemoto
Investor Relations Officer