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Clear Sale S.A.

A Publicly Listed Authorized Capital Company

CNPJ/MF nº 03.802.115/0001-98

NIRE 35.3.0037927-6

MATERIAL FACT

Chargeback Ops Acquisition, a chargeback dispute and management company

São Paulo, January 26, 2022 - The **Clear Sale S.A.** ("Company" or "ClearSale"), in compliance with CVM Resolution No. 44, dated August 23, 2021, and the provisions of paragraph 4 of article 157 of Law No. 6,404, dated December 15, 1976 ("Corporation Law"), hereby informs its shareholders and the market that Clear Sale LLC ("ClearSale LLC"), a company owned by the Company, has acquired, on this date, all the shares representing the capital stock of ChargebackOps, LLC. ("ChargebackOps") ("Transaction").

About ChargebackOps

Founded in 2015 and based in Utah, United States of America, ChargebackOps is a company specializing in chargeback dispute and management. Chargebacks are a protection mechanism for debit or credit card holders, allowing debit or credit card holders to get their money back in case they have, among other reasons, fraudulent transactions, dissatisfactions with products or services or even friendly fraud. Chargeback management is the service provided to ecommerce merchants and any merchant that accepts a form of digital payments to dispute chargebacks and reverse the revenue loss due to chargebacks. ChargebackOps' service is differentiated and uniquely designed for ecommerce companies who prioritize the lifetime value of their customer and their brand, responding to each chargeback case in order to optimize all types of fraud.

ChargebackOps currently has 12 employees, more than 20 clients and reported in 2021 a total revenue of \$1.0 million and an adjusted EBITDA margin above 20%.

About the transaction

ClearSale understands that its antifraud solution and ChargebackOps' chargeback dispute and management solution are complementary, and that chargeback management is becoming part of the core business. In this sense, the transaction creates:

- (i) Efficiency synergies:** ClearSale sees opportunities to reduce chargebacks that are under its own responsibility given the guaranteed antifraud services, creating efficiency and/or more competitive prices;
- (ii) Revenue synergies:** Cross-sell and up-sell opportunities by either offering chargeback management solutions to its client base or offering antifraud solutions to ChargebackOps' clients. Additionally, the Company believes that it can leverage ChargebackOps' sales by using its commercial team.
- (iii) Stronger customer relationship:** The combined antifraud and chargeback management service will be quickly recognized by both companies' customer base. ClearSale is confident this acquisition will offer a more robust value proposition to its clients, reinforcing the relationship, as well to potential clients.

The closing price as consideration for the transaction is USD 3.6 million, subject to certain adjustments of net debt and working capital, which are usual in this type of transaction. Additionally, the sellers may be entitled to receive two additional installments, totaling USD 600,000, contingent and variable, as linked to ChargebackOps's performance subsequent the 24 months after the acquisition.

The Company will keep its shareholders and the market in general, timely and adequately informed about the subsequent facts, in accordance with the applicable law.

Renan Shigueo Ikemoto
Investor Relations Officer