



**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

## **MATERIAL FACT**

### Beta Learning Acquisition

**São Paulo, January 17, 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, of December 15, 1976 (“Corporation Law”), hereby informs its shareholders and the market that it acquired, on this date, the entirety of the shares representing the capital stock of Beta Learning Consultoria e Desenvolvimento de Software Ltda. (“Beta Learning”) (“Transaction”).

#### **About Beta Learning**

Founded in 2019 and based in São Carlos, Beta Learning is a company specialized in software development services in various segments and corporate and technical software training. Beta Learning currently has 110 employees, 97 of whom have technical experience, and serves a portfolio of 11 clients. In addition, Beta Learning operates the School of Leaders, a conscious and humanized leadership training platform with more than 1,000 trained people.

As it is based in São Carlos, a national technology hub, Beta Learning has a wide network of relationships, generating potential for attracting future talents.

## **About the transaction**

In a scenario of technical labor shortage, the Transaction contributes to the increase of ClearSale's technical team, reinforcing the maintenance and development of new products to better serve its clients, especially for the Onboarding product. More than that, the Transaction enables this team increase with talents that have a proven cultural fit, considering that the Company has already been a Beta client since 2020.

The price to be paid by ClearSale as consideration for the transaction is composed of a fixed installment in the amount of R\$40.1 million and two additional installments, with an expectation of R\$12.4 million, contingent and variable, linked to the Company's performance in the 24 months after the present date. Some of the sellers have undertaken, subject to certain conditions, to use a portion of the amount received as a result of the Transaction to acquire, on the stock exchange, shares issued by ClearSale.

ClearSale clarifies that it is arranging for the preparation, by a specialized independent appraiser, of the reports referred to in item I and items 'b' and 'c' of item II of article 256, in order to verify whether the Transaction must be submitted in due course to the General Meeting of the Company for ratification, pursuant to §§1 and 2 of article 256 of the Brazilian Corporate Law.

If the aforementioned ratification is required and if it is verified that the price paid in the Transaction exceeds one and a half times the highest of the values indicated in item II of article 256 of the Brazilian Corporate Law, the right of withdrawal will be granted to the ClearSale's shareholder who disagrees with the resolution of the General Meeting that approves the Transaction, pursuant to art. 137 of Law No. 6,404/76.

Renan Shigueo Ikemoto  
*Investor Relations Officer*