



A publicly-held company  
Corporate Taxpayer's ID:  
(CNPJ/MF) No. 53.113.791/0001-22  
Company Registry (NIRE) 35.300.153.171

## MATERIAL FACT SALE OF DIMENSA S.A.

**TOTVS S.A.** (B3: TOTS3) ("TOTVS" or "Company") hereby announces that, on this date, it has entered into a Share Purchase Agreement with Evertec Brasil Informática S.A. ("EVERTEC"), a subsidiary of Evertec Group, LLC, for the sale of all shares representing the entire capital stock of DIMENSA S.A. ("DIMENSA") ("Agreement"), for the approximate amount of R\$1.4 billion (*Equity Value*), resulting from the net cash position as of December 31<sup>st</sup>, 2025 and the base value of R\$950 million (*Enterprise Value*) ("Transaction").

Also on this date, in an immediately preceding act, TOTVS entered into an agreement with B3 S.A. - Brasil, Bolsa, Balcão ("B3") for the acquisition of shares representing 37.5% of DIMENSA's capital stock, for the amount of R\$665 million (*Equity Value*), due to the exercise by B3 of a put option under the terms of DIMENSA's shareholders' agreement ("B3 Transaction" and, together with the Transaction, the "Transactions"). With that, TOTVS consolidated its participation as the sole shareholder of DIMENSA and, as a result thereof, enabled the sale of DIMENSA's entire share capital to EVERTEC.

Aiming to unlock value for TOTVS, DIMENSA was created in October 2021 based on assets resulting from acquisitions made between 2008 and 2009, which together involved around R\$130 million in investment. These acquisitions formed the former TFS (*a.k.a.* TOTVS Financial Services), focused on technologies for financial institutions and which was part of the Management BU. Despite being in a promising market and occupying a prominent position, with growth and profitability, TFS did not extract relevant synergies with the Company's core business, which made it clear, at various times, that the future of DIMENSA would not include TOTVS as a shareholder. The objective of unlocking value was fully achieved with this transaction, which will result in an estimated return for TOTVS of 7.4x the invested capital and an internal rate of return of 18.3% per year since 2008.

In addition to the return obtained, the decision to sell DIMENSA is part of TOTVS' strategic plan to broaden the focus on the growth of its core operations, with the development of its integrated portfolio of Cloud solutions, with artificial intelligence, aiming to increase its relevance within its clients. Additionally, we believe that EVERTEC is the right destination for DIMENSA and that its stakeholders will be in good hands.

The closings of the two Transactions shall occur jointly and are subject to approval by the antitrust authority and the verification of other usual preceding conditions for transactions of this nature. The closing of the B3 Transaction is a preceding condition for the closing of the Transaction. Additionally, the Agreement includes clauses for price adjustment due to changes in working capital and net cash/debt, as well as indemnity provisions and non-compete and non-solicitation obligations, as is customary in operations of this nature. The Company will keep the market informed about any relevant developments.

São Paulo, February 2<sup>nd</sup>, 2026.

**Gilsomar Maia Sebastião**

Chief Financial Officer and Investor Relations Officer

**Investor Relations**

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*About TOTVS: the undisputed leader in the Brazilian SMB market, TOTVS develops innovative solutions to transform companies' day-to-day operations and help them overcome their business challenges. It is the largest enterprise management software developer in the country, serving more than 70,000 customers across 12 sectors of the economy. As a company originally founded in Brazil, TOTVS supports the growth of thousands of businesses and entrepreneurs from north to south of the country through technology: the Brazil that gets things done, does it with TOTVS.*

**IBOVESPA B3**

**IBRX50 B3**

**MLCX B3**

**IGC-NM B3**

**ITAG B3**