



Banco Bradesco S.A. ("Bradesco"), in compliance with the provisions of article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law"), Resolution of the Brazilian Securities and Exchange Commission ("CVM") No. 44, of August 23, 2021, as amended ("Resolution CVM 44") and Resolution of the CVM No. 85, of March 31, 2022, as amended ("Resolution CVM 85"), hereby, informs its shareholders, the market in general and other interested parties that on this date, after the close of the market, its indirect subsidiary, Quixaba Empreendimentos e Participações Ltda ("Quixaba") and BB Elo Cartões Participações S.A. ("BB Elo" and, jointly with BB Elo, the "Controlling Shareholders"), sent a notice to Cielo S.A. - Instituição de Pagamento ("Company") informing of their decision to proceed with the conversion of the Company's publicly-held company registration from category "A" to "B" issuer, with its consequent delisting from the special listing segment called Novo Mercado of B3 S.A. - Brasil, Bolsa, Balcão ("B3"), through the launch of a unified tender offer for the acquisition of common shares for both, the conversion of the Company's registration as a publicly-held company from category "A" to "B" and the delisting from the special listing segment, in accordance with the applicable legislation and the Company's bylaws ("Tender Offer"). The request for registration of the Tender Offer will be made according to the regulatory deadline.

The Tender Offer will be launched by (i) the Controlling Shareholders and by the companies (ii) Elo Participações Ltda. ("Elo Participações"), (iii) Alelo Instituição de Pagamento S.A. ("Alelo") and (iv) Livelô S.A. ("Livelô" and, jointly with the Controlling Shareholders, Elo Participações and Alelo, the "Offerors"), indirect subsidiaries of Bradesco and Banco do Brasil S.A. (direct controller of BB Elo), for the acquisition of up to all the ordinary shares issued by the Company, except for those held by the Offerors, the Controlling Shareholders, directly or indirectly, and those held in treasury ("Tender Offer Shares"), on a unified basis for the purposes of (i) converting the Company's registration as a category "A" public company to "B"; and (ii) delisting the Company from the special listing segment called Novo Mercado of B3. The price offered for each Tender Offer Shares will be R\$5,35.

Elo Participações hired Bank Of America Merrill Lynch Banco Múltiplo S.A., as an independent appraiser ("Appraiser"), to prepare the Company's appraisal report, pursuant to articles 9 and 22 of Resolution CVM 85, article 4, paragraph 4, of the Brazilian Corporation Law, and article 43, item I, of the Novo Mercado Regulation, using December 31<sup>st</sup>, 2023 as the base date.

The Tender Offer depends on the fulfillment of certain conditions, including applicable legal and regulatory approvals from the competent governmental authorities. The other terms and conditions of the Tender Offer will be made available to the market in due course, in accordance with the applicable rules. This material fact is for information purposes only and does not constitute an offer to acquire securities.

Cidade de Deus, Osasco, SP, February 5, 2024

**Carlos Wagner Firetti**  
*Investor Relations Officer*