



G2D INVESTMENTS, LTD.

Foreign issuer category "A" – CVM n.º 8019-5

CNPJ n.º 38.307.135/0001-77

16 Burnaby Street, Hamilton HM 11, Bermudas

Address of legal representative in Brazil: Av. Brigadeiro Faria Lima, 4055, 8º floor, 04538-133, São Paulo, SP

ISIN Code: BRG2DIBDR002

BDR Trading Code on B3: G2DI

Registry of Level III Sponsored BDRs Program by CVM n.º CVM/SRE/BDR/2021/021, on May 14, 2021

MATERIAL FACT

G2D INVESTMENTS, LTD. (B3: G2DI33) ("Company"), in compliance with the provisions of the CVM Instruction 44, of August 23, 2021 ("CVM Resolution 44") and CVM Instruction 476, of January 16, 2009 ("CVM Instruction 476"), issued by the Brazilian Securities and Exchange Commission ("CVM"), in connection with the material fact disclosed by the Company on December 5, 2022 ("Material Fact of the Offer"), informs the BDR holders (as defined below) and the market in general, within the scope of the public offering for the primary distribution with restricted efforts of share deposit certificates to be issued by Banco Bradesco S.A. ("Depository Institution"), each representing one Class A common share issued by the Company, with a par value of US\$0.001 ("Share"), all registered, book-entry, with no par value, free and clear of any burden or encumbrance, level III sponsored type, pursuant to CVM Instruction 332, of April 4, 2000, as amended ("CVM Instruction 332" and "BDRs", respectively), to be distributed in Brazil ("Offer"), subject to Partial Distribution, for purposes of changing item "Price per BDR" of the Material Fact of the Offer to define that the Price per BDR is R\$7.16 ("Price per BDR").

The Price per BDR corresponds to the same value determined in the context of the initial public offering for the primary distribution of BDRs carried out by the Company on May 14, 2021 ("IPO"), which was defined at the time after the conclusion of the procedure for collecting the investment intentions made with the Institutional Investors (as defined in the "Definitive Prospectus of the Public Offer for the Primary Distribution of Share Deposit Certificates Representing Class A Common Shares Issued by G2D Investments, Ltd.") by the intermediary institutions of the IPO, in Brazil, and by international placement agents, abroad, as provided for in article 23, paragraph 1, and in article 44 of CVM Instruction 400, of December 29, 2003, as amended.

Deadline for Withdrawal and Changing of the Closing Date of the Priority Offer Reservation Period

Due to the aforementioned change, the Company opted to offer the Holders an additional period so that they can give up their respective Priority Offer Reservation Requests. As a result, the Holders who have already submitted their Priority Offer Reservation Request may withdraw between **December 15, 2022, inclusive, and 4:00 pm on December 21, 2022, inclusive** ("Withdrawal Period for Holders"), and must, therefore,

inform such decision to the Custody Agent that has received the respective Priority Offer Reservation Request (by means of an electronic message or mail sent to the said Custody Agent's address) **until 4:00 pm on December 21, 2022**.

Except for the Holders who have defined, in the Priority Offer Reservation Request, a maximum price per BDR of the Offer that is lower than the Price per BDR disclosed in this material fact, if the Holder does not inform, in writing, the decision to withdraw from the respective Priority Offer Reservation Request under the terms above, such Priority Offer Reservation Request will be considered valid and the Holder must pay the full amount of the respective investment.

If the Holder has already made the payment and withdraws from the respective Priority Offer Reservation Request, under the terms of this item, the amounts deposited will be returned without interest or adjustment for inflation, without reimbursement and with a deduction, if applicable, of the amounts relating to any applicable taxes, within a period of three business days from the request for cancellation of the respective Priority Offer Reservation Request.

Additionally, the Company opted to change the closing date of the Priority Offer Reservation Period, which is now **December 16, 2022**, so that any Holders interested in participating in the Priority Offer can request a reservation for the BDRs of the Offer (including the Additional BDRs), which will be irrevocable and irreversible after the end of the Priority Offer Reservation Period, considering the Price per BDR, as well as the procedure described in the item "Offer Procedure - Priority Offer" of the Material Fact of the Offer.

Change of the Estimated Schedule of the Offer

The Company and the Lead Underwriter emphasize that, as a result of the changes listed above, as well as the deadline for withdrawing the Offer, certain dates and events of the Offer must be modified, according to the estimated schedule of the Offer presented below, specifically with regard to (i) the end of the Priority Offer Reservation Period, which will take place on December 16, 2022 (and no longer on December 14, 2022); (ii) the definition of the number of BDRs of the Offer to be distributed in the context of the Offer and other related events indicated in item 3 of the schedule below, which will take place on December 19, 2022 (and no longer on December 15, 2022); (iii) the beginning of trading of the BDRs of the BDRs on B3, which will take place on December 21, 2022 (and no longer on December 19, 2022); and (iv) the Settlement Date, which will take place on December 22, 2022 (and no longer on December 20, 2022).

Below is an estimated schedule of the main stages of the Offer as of the date hereof:

N.º	Events	Effective date/ Estimated date ⁽¹⁾
1.	Beginning of the Withdrawal Period for Holders	12/15/2022
2.	Closing of the Priority Offer Reservation Period	12/16/2022
	Closing of the presentations for potential investors (roadshow)	12/19/2022
	Closing of the Bookbuilding Procedure	
	Definition of the number of BDRs of the Offer	
3.	Meeting of the Company's Pricing Committee to approve the Price per BDR and the Company's capital increase	
	Signature of the Distribution Agreement and other agreements related to the Offer	
	Disclosure of the material fact to inform the number of BDRs of the Offer	
4.	Initial trading of the BDRs of the Offer (including the Additional BDRs) in B3	12/21/2022
5.	Closing of the Withdrawal Period for Holders	4:00 p.m. of 12/21/2022
6.	Settlement Date	12/22/2022
7.	Deadline for submission of the Closing Notice to CVM	12/28/2022

⁽¹⁾The dates foreseen for future events are merely indicative and are subject to changes, suspensions, extensions and anticipations without prior notice, at the discretion of the Company and the Lead Underwriter. In addition, in the event of changes in circumstances, revocation or modification of the Offer, such schedule may be changed.

Ratification of the Other Characteristics of the Offer

The other terms and conditions of the Offer remain unchanged, as provided for in the Material Fact of the Offer, except for what is affected by this material fact.

Inadequacy of the Offer

The Offer is not permitted to investors who are not Professional Investors, except for the Holders, in connection with the Priority Offer. The decision to invest in the BDRs of the Offer (including the Additional BDRs) requires specific experience and knowledge that allow the investor a detailed analysis of the Company's business, its operating market and the risks inherent to the Company's business, which may even cause the full loss of the invested amount. The Holders and the Professional Investors interested in participating in the Offer must consult their lawyers, accountants, financial consultants and other professionals deemed necessary to help them assess the risks inherent to the Company's business and the investment in the BDRs of the Offer (including Additional BDRs).

Investing in share deposit certificates represents a risky investment, considering that it is a restricted investment in variable income, under applicable regulation in force, directed to a limited number of Professional Investors and, therefore, the Holders and Professional Investors who intend to invest in the BDRs of the Offer (including the Additional BDRs) are subject to equity losses and risks, including those related to the BDRs, the Company, the sector in which the Company operates, the Company's shareholders and the macroeconomic environment in Brazil and internationally, and which must be carefully considered before making an investment decision. The investment in the BDRs of the Offer (including the Additional BDRs) is therefore not applicable to the Holders and Professional Investors who do not intend to assume the risks related to capital market volatility or liquidity.

Additional Information

The Holder who intends to participate in the Priority Offer must register or, if it is already registered, make sure that the respective registry is up to date with the Custody Agent, with which the Holder intends to make the Priority Offer Reservation Request.

Each Holder will be responsible for taking the appropriate measures to carry out the registry or updating the respective registry, however the case may be, with the Custody Agent in a timely manner to allow the execution of the Priority Offer Reservation Request, considering the procedures of each Custody, as well as the procedures set forth in the Material Fact of the Offer. The Custody Agents will act with the strict purpose of serving the Holders in the Priority Offer, and under no circumstances will the Custody Agents be able to carry out any effort to sell or place the BDRs of the Offer (including the Additional BDRs), since the Offer is intended exclusively for Professional Investors, considering that the Holders will only have priority in the subscription of the BDRs of the Offer (including the Additional BDRs), under the terms of CVM Instruction 476.

The Holders who intend to participate in the Priority Offer will be subject to the internal rules and procedures of the respective Custody Agents, custodians, representatives of non-resident investors and B3, specifically the rules and regulations applicable to the Central Depository, in which case the Company, the Lead Coordinator and B3 are not responsible for any losses, claims, losses, damages or obligations arising from the failure by the Holders to comply with the requirements for participation in the Priority Offer defined in the Material Fact of the Offer.

This material fact is for purposes of information only and should not, under any circumstances, be considered a recommendation to invest in the BDRs of the Offer (including the Additional BDRs), nor an offer for subscription of any securities by the Company. When deciding to invest in the BDRs of the Offer (including the Additional BDRs), the Holders and potential investors must carry out their own analysis and assessment of the Company's financial situation, its activities and the risks arising from the investment in the BDRs of the Offer (including the Additional BDRs).

The Offer is automatically exempt from registry with the CVM referred to in article 19 of the Capital Market Law, pursuant to article 6 of CVM Instruction 476, as it is a public offering for the distribution with restricted efforts.

The Offer was not and will not be subject to prior analysis by CVM, ANBIMA or any regulatory or self-regulatory entity. After forwarding the closing communication of the Offer to CVM, the Offer will be subject to registry with ANBIMA, according to the ANBIMA Code.

The Company may not carry out another public offer for the BDRs with restricted efforts, pursuant to CVM Instruction 476, within a period of four months from the closing date of the Offer, unless the new offer is registered with the CVM.

Additionally, the Holders may not subscribe for the BDRs of the Offer (including Additional BDRs) within the scope of the Priority Offer if such subscription violates the legislation of the jurisdiction in which the Holder is domiciled or requires the registry of the Holder under any legislation other than the Brazilian legislation. Each Holder must analyze and determine the respective eligibility to participate in the Priority Offer under the legislation of the respective jurisdiction.

THE COMPANY RECOMMENDS THAT THE HOLDERS AND POTENTIAL INVESTORS INTERESTED IN PARTICIPATING IN THE OFFER CAREFULLY READ THE TERMS AND CONDITIONS OF THIS MATERIAL FACT AND THE MATERIAL FACT OF THE OFFER, SPECIFICALLY THE PROCEDURES RELATING TO THE PAYMENT AND PRICE PER BDR, THE SETTLEMENT OF THE PRIORITY OFFER AND THE PARTIAL DISTRIBUTION, AS WELL AS THE COMPANY'S REFERENCE FORM THAT INCLUDES ADDITIONAL AND SUPPLEMENTARY INFORMATION TO THIS MATERIAL FACT, SPECIFICALLY, BUT NOT LIMITED TO, THE RISK FACTORS DESCRIBED IN ITEMS "4. RISK FACTORS", AS WELL AS ITEMS "17. CAPITAL" AND "18. SECURITIES" BEFORE MAKING ANY INVESTMENT DECISION.

The Company will keep its BDR holders and the market informed about the progress of the Offer by disclosing a notice to the market or material fact on the websites of CVM (www.cvm.gov.br), B3 (www.b3.com.br) and the Company (ri.g2d-investments.com).

December 15, 2022.

Carlos Estellita Cavalcanti Pessoa Filho
Investor Relations Officer