



G2D INVESTMENTS, LTD.

Foreign issuer category "A" – CVM n.° 8019-5 CNPJ n.° 38.307.135/0001-77 16 Burnaby Street, Hamilton HM 11, Bermudas Address of legal representative in Brazil: Av. Brigadeiro Faria Lima, 4055, 8° 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.° CVM/SRE/BDR/2021/021, on May 14, 2021

MATERIAL FACT

G2D INVESTMENTS, LTD. (B3: G2DI33) ("Company"), pursuant to the Brazilian Securities and Exchange Commission ("CVM") Resolution No. 44, of August 23, 2021 ("CVM Resolution 44"), and CVM Instruction No. 476, of January 16, 2009 ("CVM Instruction 476"), continuing the material facts disclosed by the Company on December 05, 2022 and December 15, 2022 ("Material Fact of the Offering"), informs the holders of BDRs (as defined below) and the market in general, within the scope of the public offering of primary distribution with restricted efforts of share deposit certificates to be issued by Banco Bradesco S.A. ("Depositary 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 liens or encumbrances, of level III sponsored type, pursuant to CVM Instruction No. 332, of April 04, 2000, as amended ("CVM Instruction 332" and "BDRs", respectively), to be distributed in Brazil ("Offering"), having accepted and verified the Partial Distribution (as defined below) of the number of BDRs to be distributed within the Offering, corresponding to 9.776.537 BDRs ("Offering BDRs"), with the Offering totaling the amount of R\$70.000.004,92, considering the Price per BDR (as defined below).

As a result of the Offering, the Company's capital stock increased by R\$70.000.004,92 and became R\$413.756.004,92 divided into 49.031.062 Shares and 66.025.326 Class B common shares.

The Offering BDRs (as defined below) will be traded at B3 S.A. – Brasil, Bolsa, Balcão ("<u>B3</u>") as of December 21, 2022, and the physical and financial settlement of the Offering BDRs will take place on December 22, 2022 ("<u>Settlement Date</u>").

The Shares represented by the Offering BDRs are listed and admitted to trading on the mezzanine segment of the Bermuda Stock Exchange, under the code "G2DA.BH", whose approval-in-principle was granted by the Bermuda Stock Exchange on December 13, 2022 (with the effective listing subject to the presentation of corporate approvals related to the capital increase and the pricing of the Offering). The Company has obtained exemption from the restricted trading regime of the mezzanine segment of the Bermuda Stock Exchange, which means that the Shares may be freely traded by the public on the Bermuda Stock Exchange.

Corporate Approvals

The holding of the Offering and the authorization for the practice of all acts necessary to carry out the Offering and the establishment of the Pricing Committee (a committee created by the Company's Board of Directors exclusively for the purposes of the Offering and which will be dissolved after the completion of the Offering) were approved by resolution of the Company's Board of Directors held on December 05, 2022.

Within the scope of the Offering, the issuance, by the Company, of the Shares represented by the BDRs purpose of the Offering was carried out excluding the preemptive right of its current shareholders, pursuant to article 76(e)(ii) of the Company's bylaws, within the limit approved by the members' written resolution of December 09, 2022, pursuant to article 33 of the Company's bylaws.

The Price per BDR and the issuance of Shares represented by the BDRs purpose of the Offering were approved in a decision by the Pricing Committee held on December 19, 2022, within the limit authorized by the Company's shareholders, as above, and under the applicable legislation.

Offering

The Offering consists of the primary public distribution of the Offering BDRs, with the Partial Distribution having been admitted and verified, in Brazil, in an unorganized over-the-counter market, under the coordination of Banco BTG Pactual S.A. ("Leading Underwriter"), pursuant to the "Agreement for Coordination, Firm Guarantee of Settlement and Distribution with Restricted Efforts of Deposit Certificates for Shares Representing Class A Common Shares Issued by G2D Investments, Ltd.", entered into between the Company and the Leading Underwriter ("Distribution Agreement"), Law No. 6,.385, of December 07, 1976, as amended ("Capital Market Law"), CVM Instruction 332, CVM Instruction 476, of "ANBIMA Code of Regulation and Best Practices for Structuring, Coordination, and Distribution of Public Offerings of Securities and Public Offerings for Acquisition of Securities" in effect on this date, issued by the Brazilian Association of Financial and Capital Market Entities – ANBIMA ("ANBIMA Code" and "ANBIMA", respectively), and other applicable legal and regulatory provisions, including Circular Letter 087/2014-DP, issued by B3 on November 28, 2014 ("B3 Circular Letter 087/2014-DP").

Additional BDRs

By the date of completion of the Bookbuilding Procedure, as long as the Partial Distribution is not verified, the number of BDRs of the Offering, could, at the Company's discretion, in common agreement with the Leading Underwriter, be increased by up to 100.00 %, that is, up to 26.315.790 BDRs, under the same conditions as the Offering BDRs and at the Price per BDR ("Additional BDRs"), with no such increase.

Exclusion of Preemptive Right and Grant of Priority Right

Within the scope of the Offering, the issuance of the Shares represented by the BDRs of the Offering by the Company was carried out excluding the preemptive rights of its current shareholders

In order to ensure the participation of the holders of the Company's BDRs in the Offering, priority was given to Holders (as defined in the Material Fact of the Offering) for the subscription of up to the totality of the BDRs of the Offering, in an amount corresponding to the percentage of interest of the respective Holder on the Second Cutoff Date (as defined in the Material Fact of the Offering) ("Priority Right") concerning the total amount of Existing BDRs (as defined in the Material Fact of the Offering), subject to the provisions of the Material Fact of the Offering. The Offering BDRs subscribed within the scope of the Priority Offering (as defined in the Material Fact of the Offering) will be paid in at the Price per BDR.

The Priority Right was granted exclusively to the Holders. Priority Rights were not granted to holders of Shares or holders of Class B common shares issued by the Company

The holders of Shares did not have Priority Rights to subscribe any BDRs of the Offering.

Negotiation or assignment, in whole or in part, of the Holders' Priority Rights to any third party, including between the Holders themselves, was not permitted.

The Offering BDRs that were not allocated to Holders in the Priority Offering were allocated to Professional Investors (as defined in the Material Fact of the Offering) within the scope of the Institutional Offering (as defined in the Material Fact of the Offering).

Rights, Benefits, and Restrictions of Shares and BDRs

The BDRs will grant their holders the same rights, benefits, and restrictions granted to current holders of Shares, under the terms of Bermuda legislation and the Company's bylaws, among which:

the exercise of voting rights at the Company's general shareholders' meetings, by means of an instruction to the Depositary Institution, regarding the following matters: (i) revocation, alteration, or amendment of articles 2.1, 4.2, 11.7, 15, 35, 39, 40, 41, 74, or 76 of the Company's bylaws, or inclusion of any new provision that may affect, alter, or change the rights of holders of Shares, as described below; and (ii) always together with the Class B common shares issued by the Company, voting as a single class: (a) authorization from the Board of Directors to issue any shares, of any class, within the authorized capital limit; (b) election of independent directors, pursuant to article 35 of the Company's bylaws; (c) approval of the execution, amendment, termination, or waiver of any right relating to a contract or agreement entered into with a controlling shareholder, either directly or through an affiliate, except concerning contracts entered into before the initial offering of the Company's shares and any stock option agreement, employment agreement, or non-competition agreement with the Company's directors or officers that have been approved by the Audit and Compliance Committee or the Board of Directors; (d) approval of the compensation of the members of the Board of Directors, pursuant to article 41 of the Company's bylaws; and (e) approval of the acquisition of the Company by any person through a merger or incorporation, except when such acts do not require the approval of the Company's shareholders, in accordance with the laws of Bermuda (that is, when it is a transaction between the Company and a wholly-owned subsidiary); and

• the right to receive income as dividends or other distributions, declared by the Company from the date of completion of the Bookbuilding Procedure, under equal conditions with the Shares, the Class B common shares, issued by the Company and the BDRs Existing Shares, and the right to participate in the Company's net assets, in the event of its liquidation, under equal conditions with the Shares, the Class B common shares issued by the Company and the Existing BDRs.

BDR holders may find it difficult to exercise their rights, as such rights shall be exercised through the Depositary Institution. Aspects related to the exercise of rights as BDRs holders are regulated in Section 3.16 of the "Service Agreement for the Issuing and Depositary Bank of Brazilian Depositary Receipts (BDRs)", entered into on September 04, 2020, as amended on November 16, 2020, between the Company and the Depositary Institution. In turn, the Depositary Institution represents the holders of the BDRs through the "Custody Agreement", entered into on August 16, 2007, between the Depositary Institution and the Custodian Institution (as defined below).

Below is a brief description of the restrictions inherent to the ownership of BDRs, which must be considered by each investor before making a decision to invest in BDRs. This description is only illustrative, which is why each investor must read the Company's Reference Form prepared pursuant to CVM Resolution No. 80, of March 29, 2022, as amended ("Reference Form"), before making a decision to invest in BDRs.

For further information about the risks related to the rights, benefits, and restrictions of the BDRs, see the following risk factors in section "4.1 Description of Risk Factors – Risks related to the Offering, our Class A common shares and our BDRs", of the Reference Form: (i) "Under the Brazilian law, the Company is a foreign company, subject to foreign legislation, and the Brazilian Corporation Law does not apply to the Company."; (ii) "The Company may amend the deposit concerning BDRs and the rights of the BDR holders without the need for the consent of the BDR holders."; (iii) "BDR holders will not be able to exercise their voting rights as readily as a shareholder holding Shares."; (iv) "The current B3 rules do not allow foreign companies, such as the Company, to be listed in the segments of differentiated practices of corporate governance of B3 and, therefore, holders of BDRs and Shares will not benefit from the corporate governance practices imposed by the rules of B3's differentiated corporate governance practices segments."; (v) "The Company may decide to withdraw its BDRs from B3."; (vi) "The Company is a Bermuda company and the investor may experience difficulties in enforcing judgments against the Company or the Company's members of the Board of Directors."; (vii) "Bermuda law differs from Brazilian law and may provide less protection to shareholders."; (viii) "The Company is not subject to the protections that apply to shareholders of a Brazilian company and is not required to pay any statutory minimum dividends."

For further information on the rights, benefits, and restrictions of the Shares and BDRs, see sections "4.8.d. Rules of the country of origin and the country in which the securities are held in custody – cases in which the holders of securities will be entitled preference in the subscription of shares, securities backed by shares, or securities convertible into shares, as well as the respective conditions for exercising this right, or the cases in which this right is not ensured, if applicable" and "18. Securities" of the Reference Form.

Restrictions Related to Voting Rights

BDR holders are not and will not be considered shareholders of the Company (that is, they will not appear in the records of shares issued by the Company as holders of shares issued by the Company) and will not have rights conferred to the shareholders indicated in the records of shares issued by of the Company under the laws of Bermuda. BDR holders will have the right to advise the Depositary Institution regarding how the vote linked to the respective Share shall be exercised, subject to the restrictions indicated above. The Depositary Institution will be informed of any shareholders' meetings to be held and the Depositary Institution will notify the BDR holders, requesting voting instructions from each BDR holder as to the Shares represented by the BDRs, to be sent within the period the Depositary Institution determines.

Restrictions Related to Income

Any dividends that are paid by the Company and received by The Bank of New York Mellon – BNYM, through its London branch ("Custodian Institution"), and then paid by the Custodian Institution and received by the Depositary Institution, in connection with Shares deposited in custody with the Custodian Institution, will be paid by the Depositary Institution to the respective BDR holders, subject to the Depositary Institution and Custodian Institution fees and any other applicable fees and tax deductions. BDR holders, under contractual BDR agreements, will effectively be placed in the same economic position as shareholders (as if they were shareholders).

The Company's bylaws and the laws of Bermuda establish that the Company's directors may authorize the distribution of the Company's profits as dividends, on a date and in an amount that they deem appropriate, if they are reasonably convinced that immediately after the distribution of such dividends, the Company's assets will continue to exceed its liabilities and that the Company will continue to be able to pay its obligations, as they become due.

Priority Right

After being informed about the granting of the Priority Right for the subscription of the Offering BDRs, the Depositary Institution will notify the BDR holders and B3 about the granting of this right, requesting the BDR holders to express their interest in exercising the right or disposing of it, and the Company is responsible for disclosing this fact to the Brazilian market as provided for in the applicable regulations, informing the Depositary Institution (directly or through the Custodian Institution) of other information related to the exercise of the Priority Right, such as (i) the issuance price of the new BDRs; (ii) the period for exercising the Priority Right; (iii) the deadline for BDR holders to express before the Depositary Institution; (iv) treatment of any leftovers; and (v) other information that has been disclosed abroad.

Restrictions on Trading Securities Subject to Lock-up

During the period of 90 days from the date of execution of the Distribution Agreement, the Company, under the Distribution Agreement, may not, directly or indirectly through any of its affiliates, carry out any of the following transactions regarding any Lock-up Securities: (i) issue, offer, sell, contract for sale, pledge, or otherwise dispose of the Lock-up Securities; (ii) issue, offer, sell, contract for sale, contract for purchase or subscription, or grant any option, right, or warrant to purchase the Lock-up Securities; (iii) enter into any derivative transaction or other transaction or arrangement that is designed or reasonably likely to lead to or result in a sale, loan, pledge, or other disposal (whether by the Company or someone other than the Company) or transfer of any one of the economic consequences of the ownership, in whole or in part, directly or indirectly, of any Lock-up Securities, (iv) record or file, or cause to be recorded or filed, including any confidential presentation, a registration statement, prospectus, or prospectus supplement (or an amendment or supplement) under the Brazilian law; or (v) publicly announce the intention to carry out any transaction or action specified in items (i) to (iv), in each case without the prior written consent of the Leading Underwriter, except for the BDRs purpose of the Offering.

During the period of 90 days from the date of execution of the Distribution Agreement, some shareholders of the Company, namely, GPIC, LLC, Spice Private Equity (Bermuda) Ltd., Spice Private Equity (Delaware), LLC, GP Cash Management Ltd., and GPCM II, LLC, under the respective Lock-up Agreements, may not, directly or indirectly through any of its affiliates, without the prior written consent of the Leading Underwriter, carry out any of the following transactions regarding any Lock-up Securities: (i) issue, offer, sell, contract for sale, pledge, lend, grant any option, right, or warrant to sell or buy, make any short sale or otherwise lend or dispose or grant any rights in any Lock-up Securities whether directly or indirectly owned or newly issued or held by such person on the date of entering into the Distribution Agreement or subsequently acquired (including, without limitation, Lock-up Securities up that may be considered to be beneficially owned by such person pursuant to CVM rules and regulations, or any other laws or regulations that may be applicable or be issued upon the exercise of any Lock-up Securities) by such person; (ii) enter into any derivative transaction or other transaction or arrangement that is designed or reasonably likely to lead to or result in a sale, loan, pledge, or other arrangement (whether by such person or someone other than such person) or transfer of any of the economic consequences of the ownership, in whole or in part, directly or indirectly, of any Lock-up Securities, irrespective of whether such transaction or agreement (or instrument provided therein) would be settled by the delivery of the Lock-up Securities, in cash or otherwise; or (iii) file or present, or cause to be filed or presented, including any confidential presentation, a registration statement, prospectus, or prospectus supplement (or an amendment or supplement) under the Brazilian law; or (iv) publicly announce the intention to carry out any transaction or action provided in items (i) through (iii), except (a) as bona fide gifts; (b) as provisions for any trust for the direct or indirect benefit of such person and/or such person's immediate family; (c) to any of its affiliates or if such transfer is made as a distribution to its partners, members, shareholders, or holders of similar equity interests in such person in a private transaction; (d) if such transfer is carried out as a result of will or under descent laws or as a result of the legislation on the effects of a domestic order or divorce settlement; or (e) with the Leading Underwriter's prior written consent; provided that in each of the items (a), (b), and (c) above, (A) prior to any transfer, the recipient agrees in writing with the Leading Underwriter to be bound by the terms of the respective Lock-up Agreement and confirms to be in compliance with its terms since its execution to the extent applicable; (B) any transfer, disposal, or distribution does not involve a disposal of value; and (C) no filing by any party (giver, grantee, distributor, distribution, assignor, or assignee) under Brazilian, United States or other applicable law is required or is voluntarily made in connection with any transfer, disposal, or distribution (other than a filing carried out after the expiration of the period above).

The sale or perception of a possible sale of a material volume of Shares or BDRs could impair the trading value of the Shares and BDRs. For further information on the risks related to the sale of a material volume of Shares and BDRs, see section "4.1. Description of risk factors - m. Risks Related to the Offering, our Class A common shares, and our BDR – "The sale, or the perception of potential sales, of a material number of our Class A common shares or BDRs, including by GP Investments or its affiliates following this Offering, could adversely affect the market price of our Class A common shares or BDRs in the secondary market. In addition, such sales, to the extent made by a shareholder, will not raise capital for us." of the Reference Form.

For further information about restrictions on trading BDRs (lock-up), see item "18.12 Securities – Other relevant information" of the Reference Form.

Price per BDR

Offering price per BDR is R\$7,16 ("Price per BDR"). The Price per BDR corresponds to the same amount 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"), having been established at the time after the completion of the procedure for collecting intentions to investment made with Institutional Investors (as defined in the "Final Prospectus of the Public Offering of 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 article 44 of CVM Instruction 400 ("IPO Bookbuilding Procedure").

The selection of criteria for determining the Price per BDR is justified by the fact that the Price per BDR was measured through the IPO Bookbuilding Procedure, which reflects the amount at which Institutional Investors presented their investment intentions in the context of the IPO and therefore, the issuance of Shares represented by the BDRs of the Offering based on this price setting criterion will not promote unjustified dilution of the Company's shareholders.

Price per BDR is not indicative of prices that will prevail in the secondary market after the completion of the Offering, and may be changed for more or less.

Bookbuilding Procedure

After the completion of the procedure for collecting investment intentions carried out with Professional Investors, in Brazil, by the Leading Underwriter, under the Distribution Agreement ("Bookbuilding Procedure), the existence of a demand for placement of the Offering BDRs was determined, with the acceptance and verification of the Partial Distribution.

The demands of Professional Investors were considered in the Bookbuilding Procedure in accordance with the distribution plan previously agreed between the Company and the Leading Underwriter, under the Distribution Agreement, and that were in accordance with the Company's objectives in carrying out the Offering.

The Holders who participated exclusively in the Primary Offering did not participate in the Bookbuilding Procedure.

Within the scope of the Institutional Offering, the participation of Professional Investors who are Related Persons in the Bookbuilding Procedure was accepted. Investments made by the persons mentioned in article 48 of CVM Instruction 400, (i) for hedging in transactions with derivatives contracted with third parties, having the Shares or BDRs as reference (including total return swap operations), provided that such third parties were not Related Persons; or (ii) that fit among the other exceptions provided for in article 48, item II, of CVM Instruction 400 were allowed pursuant to article 48 of CVM Instruction 400 and were not considered investments made by Related Persons. The performance of such transactions may have constituted a significant portion of the Offering. Investment in the BDRs of the Offering by Professional Investors who are Related Persons may promote a reduction in the liquidity of the BDRs in the secondary market, mainly as a result of the BDRs to be subscribed under the investment commitment of the Company's controlling shareholders, as described in the Material Fact of the Offering. The eventual contracting and carrying out of total return swap and hedge transactions may have influenced the demand and price of the BDRs.

Partial Distribution

Partial distribution within the scope of the Offering was admitted, pursuant to article 5-A of CVM Instruction 476, combined with the provisions of articles 30 and 31 of CVM Instruction 400, provided that the minimum amount of 9.271.524 BDRs was observed ("Minimum Offering Amount"), subject to the provisions of the Material Fact of the Offering ("Partial Distribution"). The Partial Distribution occurred due to the achievement of the Offering amount equivalent to the maximum amount of the Investment Commitment, as described in the Material Fact of the Offering.

Considering that the amount of Offering BDRs effectively allocated is greater than the Minimum Offering Amount, but less than the amount of Offering BDRs, the Partial Distribution was verified. As the Partial Distribution was verified, there will be no deadline for withdrawal or modification of the Primary Offering Reservation Requests and investment intentions.

Investment Commitment of the Controlling Shareholders

The Company's controlling shareholders will subscribe and pay in 9.758.704 BDRs, in the amount corresponding to R\$69.872.320,64 (sixty-nine million, eight hundred and seventy-two thousand, three hundred and twenty Reais and sixty-four cents), upon subscription and payment of BDRs within the scope of the Institutional Offering, observing the maximum subscription amount of up to R\$70.000.000.00 (seventy million Reais) established by the Company's controlling shareholders who made the commitment.

No Price Stabilization of BDRs

There will be no procedure for stabilizing the price of BDRs after the Offering is carried out and, consequently, the price of BDRs on B3's secondary market may fluctuate significantly after the Offering.

Estimated Offering Schedule

Below is an estimated schedule of the main stages of the Offering as of this date:

No.	Events	Holding Date Scheduled Date 1)
	Closure of the Bookbuilding Procedure	12/19/2022
	Setting the number of Offering BDRs	
1.	Meeting of the Company's Pricing Committee approving the Price per BDR and the ratification of the	
	Company's capital increase	
	Execution of the Distribution Agreement and other agreements related to the Offering	
2.	Start of trading of the Offering BDRs at B3	12/21/2022
3.	End of the Withdrawal Period for Holders	12/12/2022 at 4 pm
4.	Settlement Date	12/22/2022
5.	Deadline for sending the Closing Notice to the CVM	12/28/2022

The dates scheduled for future events are indicative only and are subject to changes, suspensions, extensions, and advances without prior notice, at the discretion of the Company and the Leading Underwriter. Also, in the event of changes in circumstances, revocation, or modification of the Offering, such schedule may be changed.

Offering Costs

Fees and expenses for the Offering, including expenses with lawyers, consultants, auditors, and publicity, will be paid exclusively by the Company, under the Distribution Agreement.

For further information about the Offering Costs, see item "18.12. Securities – Other Relevant Information" of the Company's Reference Form.

Allocation of Proceeds

The Company intends to invest all of the net proceeds obtained through the Offering for (i) carrying out new investments and acquisitions; and (ii) amortization of debts and payment of general expenses.

For further information about the allocation of the Offering proceeds, see item "18.12. Securities – Other Relevant Information" of the Company's Reference Form.

Capitalization

For information about the impacts of the Offering on the Company's capitalization, see item "18.12. Securities – Other Relevant Information" of the Company's Reference Form.

Dilution

The Holder who (i) did not exercise its Priority Right within the scope of the Primary Offer; or (ii) exercised its Priority Right within the scope of the Primary Offering by subscribing to the number of BDRs of the Offering below its respective Proportional Subscription Limit (as defined in the Material Fact of the Offering); or (iii) had its Primary Offering Reservation Request canceled under the terms described in the Material Fact of the Offering, will be diluted.

For further information about the dilution arising from the capital increase within the scope of the Offering, see item "18.12. Securities – Other Relevant Information" of the Company's Reference Form.

Additional Information

Except when specifically defined in this Material Fact, capitalized terms used herein will have the meaning assigned to them in the Material Fact of the Offering.

The other terms, conditions, and procedures related to the settlement of the Offering remain the same as those disclosed by the Company through the Material Fact of the Offering.

This material fact is for informational purposes only and should not, under any circumstances, be considered a recommendation to invest in the Offering BDRs, or an Offering for subscription of any securities by the Company. When deciding to invest in the Offering BDRs, 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 Offering BDRs.

The Offering is automatically exempt from registration by 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 distribution with restricted efforts.

The Offering was not and will not be subject to prior analysis by CVM, ANBIMA, or any regulatory or self-regulatory entity. After forwarding the Offering closure notice to CVM, the Offering will be registered by ANBIMA, according to ANBIMA Code.

The Company will keep its BDR holders and the market informed about the progress of the Offering 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 19, 2022.

Carlos Estellita Cavalcanti Pessoa Filho Investor Relations Officer