



TC TRADERS CLUB S.A.
CNPJ: 26.345.998/0001-50
NIRE: 35.300.566.521

Material fact

Investment Agreement – Mercado Bitcoin

TC Traders Club S.A. (“Company”, “TC”), in compliance with the provisions of article 157, paragraph 4 of Law 6.404 of 1976, as amended (“Brazilian Corporate Law”), and to CVM Resolution No. 44 of August 23, 2021 and the Listing Regulation of the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão, informs its shareholders and the market in general that the Company, with the approval by the Board of Directors, entered into an Investment Agreement for the acquisition of Convertible Notes issued by 2TM Holding Company Ltd. (“2TM”), in the total amount of US\$15 million (“Convertible Notes”).

The Convertible Notes can be converted into shares issued by 2TM, in the event of certain liquidity events provided for in the Convertible Notes indenture, following usual market practices. This transaction is being made in the same financing round of US\$200 million invested by Softbank in July 2021 in 2TM.

2TM is a holding company which portfolio is focused on services based on digital assets. Mercado Bitcoin, the largest platform for digital assets in Latin America, is the main company of the group. In the first eight months of 2021, it transacted more than R\$30 billion. The group also has Meubank, a payment institution and digital portfolio, currently in the process of obtaining Brazilian Central Bank authorization; Bitrust, a qualified digital custodian; Clearbook, an equity crowdfunding platform authorized by the CVM; MBDA, an asset tokenizer; Mezapro, a service provider solution for institutional investors; Blockchain Academy, an educational entity; Portal do Bitcoin, leader in news about the crypto market; and Grupo Parmais, which provides consultancy in wealth management and financial investments.



The investment on the Convertibles Notes attends to the Company's strategic guidance, and it is made considering the ongoing partnership negotiations held between TC and 2TM, aiming at the expansion of the Company's services offer at the cryptoactive market, through Mercado Bitcoin platforms and other 2TM subsidiaries. The Company understands that cryptoactives industry is a relevant segment to be explored, with a high market penetration in the Brazil. Only in Mercado Bitcoin, there are more than 3.0 million registered users. As a result, an eventual partnership with 2TM would allow the Company to expand revenues through cross-selling to its own clients, and also acquire new clients from the cryptoactives market, expanding its addressable public.

Furthermore, aligned with the intended partnership between TC and 2TM, the Company will be able to incorporate its main functionalities in the Mercado Bitcoin platform, with the objective of creating the largest cryptoactive community in Latin America. At the same time, the eventual partnership would allow the Company to develop its first brokerage integration experience, enabling in-app trading for customers who want to trade cryptoactives without leaving the TC community, which is expected later this year. The execution of cryptoactive orders within the TC platform via Mercado Bitcoin will be an additional source of revenue independent of the subscriptions currently offered by the Company.

TC will keep its shareholders and the general market duly informed on any subsequent material events about the facts reported in this Material Fact.

São Paulo, October 6, 2021.

Pedro Medeiros Machado
Investor Relations Officer