MOBLY S.A.
Companhia Aberta
CNPJ/MF nº 31.553.627/0001-01
NIRE 35.300.561.201

COMUNICADO AO MERCADO

A **MOBLY S.A.** ("**Companhia**") (B3: MBLY3), nos termos do artigo 12 da Resolução da Comissão de Valores Mobiliários (CVM) nº 44/2021, comunica aos seus acionistas e ao mercado em geral que recebeu, na presente data, correspondência enviada pela SPX Private Equity Gestão de Recursos Ltda. ("**SPX**"), informando que, em virtude da subscrição de ações ordinárias de emissão da Companhia no âmbito do aumento de capital da Companhia homologado pelo Conselho de Administração da Companhia em 10 de dezembro de 2024 ("**Aumento de Capital**"), FS – Fundo de Investimento em Participações Multiestratégia ("**FS-FIP**"), Fundo Brasil de Internacionalização de Empresas Fundo de Investimento em Participações Multiestratégia ("**FBIE-FIP**") e TS Coinvestimento – Fundo de Investimento em Participações Multiestratégia ("**TS-FIP**"), fundos de investimento geridos pela SPX, passaram a ser titulares de 16.005.281 ações ordinárias de emissão da Companhia, correspondentes a 13,04% do capital social total da Companhia (do qual 8,27% é de titularidade do FS-FIP, 1,89% de titularidade do FBIE-FIP e 2,88% de titularidade do TS-FIP), e de igual número de bônus de subscrição entregues como vantagem adicional no âmbito do Aumento de Capital. A íntegra da correspondência enviada pela SPX à Companhia encontra-se anexa ao presente comunicado ao mercado.

São Paulo, 11 de dezembro de 2024.

Marcelo Rodrigues Marques
Diretor Financeiro e de Relações com Investidores

São Paulo, 10 de dezembro de 2024

Ao
Diretor de Relações com Investidores da
MOBLY S.A.
Avenida das Nações Unidas, nº 16.737, Mezanino, sala 2
Várzea de Baixo – São Paulo – SP
CEP: 04753-100
Sr. Marcelo Rodrigues Marques
E-mail: ri@mobly.com.br

Re.: Participação relevante em MBLY3 - MOBLY S.A. ("Companhia" ou "Mobly").

Prezado Sr. Diretor de Relações com Investidores,

O (a) **FS - FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES MULTIESTRATÉGIA**, fundo de investimento regido por seu regulamento, inscrito no CNPJ sob o nº 16.465.811/0001-06 ("FS-FIP"); (b) **FUNDO BRASIL DE INTERNACIONALIZAÇÃO DE EMPRESAS FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES MULTIESTRATÉGIA**, fundo de investimento regido por seu regulamento, inscrito no CNPJ sob o nº 11.760.191/0001-06 ("FBIE-FIP"); e (c) **TS COINVESTIMENTO - FUNDO DE INVESTIMENTO EM PARTICIPAÇÕES MULTIESTRATÉGIA,** fundo de investimento regido por seu regulamento, inscrito no CNPJ sob o nº 16.973.196/0001-30 ("TS-FIP", e, em conjunto com, FS-FIP e FBIE-FIP, os "Fundos SPX"), todos representados por sua gestora **SPX Private Equity Gestão de Recursos Ltda.**, sociedade limitada devidamente constituída e existente de acordo com as Leis da República Federativa do Brasil, com sede na cidade de São Paulo, Estado de São Paulo, na Avenida Brigadeiro Faria Lima nº. 3.732, 21º andar, Itaim Bibi, inscrita no CNPJ/MF sob nº. 10.632.282/0001-01 ("SPX Private Equity"), neste ato representada na forma de seu contrato social, vêm comunicar que, no contexto da transação anunciada ao mercado em Fato Relevante divulgado pela Mobly, em 08 de agosto de 2024 e, em decorrência da homologação do aumento de capital da Companhia, ocorrida em sede de reunião do Conselho de Administração da Companhia realizada nesta data, passaram a ser titulares, em conjunto, de (i) 16.005.281 (dezesseis milhões, cinco mil, duzentas e oitenta e uma) ações ordinárias, nominativas e sem valor nominal ("Ações"), correspondentes a 13,04% do capital social total da Companhia na presente data (do qual 8,27% é de titularidade do FS-FIP, 1,89% de titularidade do FBIE-FIP e 2,88% de titularidade do TS); e (ii) 16.005.281 (dezesseis milhões, cinco mil, duzentos e oitenta e um) bônus de subscrição ("Bônus de Subscrição"), os quais garantem aos Fundos SPX o direito de subscrever 8.891.828 (oito milhões, oitocentas e noventa e uma mil, oitocentas e vinte e oito) ações adicionais, correspondentes a 7,24% do capital social total da Companhia na presente data, caso exercidos (do qual 4,59% corresponde à participação do FS-FIP, 1,05% à participação do FBIE-FIP e 1,60% à participação do TS, considerando o capital social da Companhia na presente data).

A fim de atender o disposto no artigo 12 da Resolução da Comissão de Valores Mobiliários ("CVM") nº 44, de 23 de agosto de 2021 ("Resolução CVM 44") e nos termos das recomendações contidas no Ofício Circular/Anual-2024-CVM/SEP, de 7 de março de 2024, os Fundos SPX, representados pela SPX Private Equity, por meio desta, solicitam ao Diretor de Relações com Investidores da Companhia a divulgação das seguintes informações à CVM e aos demais órgãos competentes:

(I) Em 08 de agosto de 2024, os Fundos SPX celebraram Acordo de Contribuição (*Contribution Agreement*) para fins de implementação de um aumento de capital da Mobly e consequente subscrição e integralização de tais novas ações pelos Fundos SPX por meio da contribuição, na data de fechamento, de ações emitidas pela Estok Comércio e Representações S.A. de titularidade dos Fundos SPX ("Transação");

(II) O objetivo da participação acima mencionada é de investimento e ocorre no contexto da conclusão da Transação, cujos principais termos e condições foram amplamente divulgados ao mercado, principalmente através do (a) Fato Relevante da Companhia datado de 8 de agosto de 2024; (b) do Aviso aos Acionistas da Companhia datado de 17 de outubro de 2024; e (c) do Fato Relevante da Companhia datado de 9 de novembro de 2024;

(III) Conforme igualmente já divulgado ao mercado, os Fundos SPX informam que, no contexto da Transação, celebraram um acordo de voto com o acionista controlador da Mobly que se comprometeu a votar a favor do aumento de capital e da consumação da Transação, bem como a favor da eleição de 1 membro indicado pelos Fundos SPX para o Conselho de Administração da Mobly, para um mandato de 2 anos após o fechamento da Transação, dentre outras matérias incluídas em referido acordo de voto; e

(IV) Além das Ações e dos Bônus de Subscrição acima mencionados, os Fundos SPX não detêm, na presente data, outros valores mobiliários de emissão da Mobly e/ou instrumentos financeiros derivativos referenciados em valores mobiliários de emissão da Mobly.

Permanecemos à disposição para quaisquer esclarecimentos que se façam necessários.

Atenciosamente,

DocuSigned by: Fernando Cezar Dantas Porfirio Borges
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DocuSigned by: Katherine Albuquerque
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SPX Private Equity Gestão de Recursos Ltda.

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How to contact SPX Gestão de Recursos Ltda:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:
To contact us by email send messages to: katherine.albuquerque@spxcapital.com.br

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To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at katherine.albuquerque@spxcapital.com.br and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

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- Until or unless you notify SPX Gestão de Recursos Ltda as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by SPX Gestão de Recursos Ltda during the course of your relationship with SPX Gestão de Recursos Ltda.

MOBLY S.A.
Publicly-held company
CNPJ/MF No. 31.553.627/0001-01
NIRE 35.300.561.201

NOTICE TO THE MARKET

MOBLY S.A. ("**Company**"), (B3: MBLY3), pursuant to article 12 of Securities and Exchange Commission (**CVM**) Resolution 44/2021, hereby informs its shareholders and the market in general that it received, on this date, correspondence from SPX Private Equity Gestão de Recursos Ltda. ("**SPX**"), informing that, due to the subscription of common shares issued by the Company within the scope of the Company's capital increase approved by the Company's Board of Directors on December 10, 2024 ("**Capital Increase**"), FS - Fundo de Investimento em Participações Multiestratégia ("**FS-FIP**"), Fundo Brasil de Internacionalização de Empresas Fundo de Investimento em Participações Multiestratégia ("**FBIE-FIP**") and TS Coinvestimento - Fundo de Investimento em Participações Multiestratégia ("**TS-FIP**"), investment funds managed by SPX, became holders of 16. 005,281 ordinary shares issued by the Company, corresponding to 13.04% of the Company's total share capital (of which 8.27% is held by FS-FIP, 1.89% by FBIE-FIP and 2.88% by TS-FIP), and an equal number of subscription warrants delivered as an additional benefit under the Capital Increase. The full correspondence sent by SPX to the Company is attached to this notice to the market.

São Paulo, December 11, 2024.

Marcelo Rodrigues Marques
Chief Financial and Investor Relations Officer