

**FINTALK S.A.**

CNPJ nº 33.143.233/0001-00

NIRE 35.300.533.704

**ATA DE ASSEMBLEIA GERAL EXTRAORDINÁRIA
REALIZADA EM 22 DE FEVEREIRO DE 2024**

1. **Data, Hora e Local:** Realizada em 22 de fevereiro de 2024, às 10 horas, na sede social da Fintalk S.A. ("Companhia"), localizada na Cidade de São Paulo, Estado de São Paulo, na Avenida Marquês de São Vicente, 1.619, conjunto 1.209, Várzea da Barra Funda, CEP 01139-003.

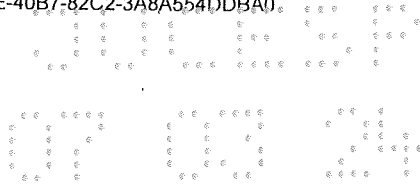
2. **Mesa:** Presidente: Luiz Carlos Galvão Lobo Filho e Secretário: Carlos Eduardo Andreoni Ambrósio.

3. **Convocação e Presença:** Dispensada a publicação de editais de convocação, nos termos do parágrafo 4º, artigo 124, da Lei nº 6.404/1976 ("Lei das S.A."), por estarem presentes os acionistas representando a totalidade do capital social, conforme assinaturas no Livro Registro de Presença de Acionistas da Companhia.

4. **Ordem do dia:** Deliberar sobre: **(i)** a alteração do objeto social da Companhia para incluir a atividade de participação, em caráter permanente ou temporário, no capital e nos lucros de outras sociedades, nacionais ou estrangeiras, na condição de acionista, sócia, quotista ou titular de debêntures; **(ii)** a consequente alteração do artigo 3º do estatuto social para refletir o item (i) acima; e **(iii)** a constituição, pela Companhia e outros, da Prosa Tecnologia Ltda. e a celebração do respectivo acordo de sócios.

5. **Deliberações:** Após os esclarecimentos e discussões necessárias, os acionistas, por unanimidade de votos e sem quaisquer ressalvas ou restrições:

5.1. Aprovar a alteração do objeto social da Companhia para incluir a atividade de participação, em caráter permanente ou temporário, no capital e nos lucros de outras sociedades, nacionais ou estrangeiras, na condição de acionista, sócia, quotista ou titular de debêntures.



5.2. Aprovar a alteração do artigo 3º do estatuto social que, para refletir a deliberação do item 5.1 acima, passa a vigorar com a seguinte redação:

"Artigo 3º - A Companhia tem por objeto **(i)** a prestação de serviços baseados em inteligência artificial e machine learning que possibilitam a transmissão de ordens dos usuários por comando de voz, texto e interface gráfica, para a viabilização de serviços de terceiros, tais como instituições financeiras, organizadoras de eventos de entretenimento, aquisição de produtos afins; **(ii)** o desenvolvimento de soluções de tecnologia relacionadas ao item (i); e **(iii)** a intermediação de compra e venda de produtos e serviços; **(iv)** o desenvolvimento e licenciamento de programas de computador customizáveis; **(v)** o desenvolvimento de programas de computador sob encomenda; **(vi)** o desenvolvimento e licenciamento de programas de computador não customizáveis; **(vii)** a consultoria em tecnologia da informação; e **(viii)** a participação, em caráter permanente ou temporário, no capital e nos lucros de outras sociedades, nacionais ou estrangeiras, na condição de acionista, sócia, quotista ou titular de debêntures."

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5.3. Aprovar a constituição, pela Companhia, de sociedade empresária limitada denominada "Prosa Tecnologia Ltda.", cujo objeto social será (a) prestação de serviços por robôs humanoides com funções de comunicação e aprendizado para auxiliar e realizar interfaces operacionais, comerciais, atendimento e cobrança de pessoas; (b) interfaces operacionais, comerciais, atendimento e cobrança para empresas do setor de prestação de serviços públicos ou privados, concessionárias ou autorizatárias de serviço público; e (c) serviços de telechamadas, rádio, telefone ou outros meios de comunicação eletrônica para o setor de prestação de serviços públicos ou privados, concessionárias ou autorizatárias de serviço público, dentre outros. A Companhia deterá as quotas representativas de 50% (cinquenta por cento) do capital social da Prosa Tecnologia Ltda., sendo o percentual remanescente detido por Bee Holding Ltda. e Nau Partners Ltda.

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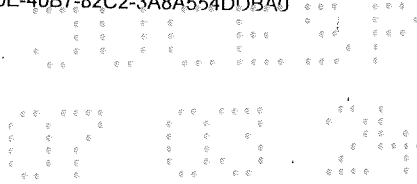
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5.4. Aprovar a celebração, pela Companhia, do respectivo acordo de sócios da Prosa Tecnologia Ltda., cuja minuta, ora em fase de negociação, foi disponibilizada aos acionistas e arquivada na sede social.

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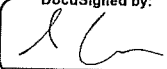
6. Encerramento: Nada mais havendo a tratar, o presidente ofereceu a palavra a quem dela quisesse fazer uso e, como ninguém se manifestou, foram suspensos os

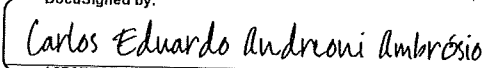


trabalhos pelo tempo necessário à lavratura desta ata no livro próprio, a qual, reaberta a sessão, foi lida, achada conforme, aprovada pela unanimidade dos acionistas.


São Paulo/SP, 22 de fevereiro de 2024.

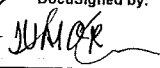
Mesa:

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Presidente

DocuSigned by:

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Carlos Eduardo Andreoni Ambrósio
Secretário


Acionistas:


DocuSigned by:

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Z123 Holding S.A.
p. Carlos Cordeiro do Nascimento
Junior e Leonardo Rafid Kasat

DocuSigned by:

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Cal36 Holding e Participações Ltda.
p. Luiz Carlos Galvão Lobo Filho e
Carlos Eduardo Andreoni Ambrósio

DocuSigned by:

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**Oasis Revolution Fintech Venture
Capital Fundo de Investimento em
Participações Multiestratégia**
p. Oasis Ventures Ltda., sendo esta
representada por Leonardo Lorenzo
Monteiro

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Santa Anna Ventures LLC
p. Guilherme Amaral Ferraz

DocuSigned by:

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Jose Ricardo de Paulo

DocuSigned by:

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Carlos Eduardo Andreoni Ambrósio

SECRETARIA DE DESENVOLVIMENTO
ECONOMICO - JUCESP

JUCESP
16
07 MAR 2024

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ECONOMICO - JUCESP

Dauks
MARIA CRISTINA FREI
SECRETARIA GERAL

CERTIFICADO DE REGISTRO
SOB O NUMERO

98.865/24-9



JUCESP

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Documentar páginas: 3

Assinaturas: 10

Remetente do envelope:

Certificar páginas: 9

Rubrica: 14

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Ad

Assinatura guiada: Ativado

Rua Elvira Ferraz, 250 11º andar

Selo com Envelopeld (ID do envelope): Ativado

São Paulo, 04552-040

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22/02/2024 16:27:24

Avvad Ad

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Eventos do signatário

CARLOS CORDEIRO DO NASCIMENTO JUNIOR

ccordeiro@zazvendas.com.br

Nível de segurança: E-mail, Autenticação da conta
(Nenhuma)**Assinatura**

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F2CC13399BF8494...

Adoção de assinatura: Estilo pré-selecionado

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Visualizado: 28/02/2024 11:36:56

Assinado: 28/02/2024 11:37:13

Termos de Assinatura e Registro Eletrônico:

Aceito: 28/02/2024 11:36:56

ID: 8092ff02-334a-45de-b73a-f3fbc4d9976f

Carlos Eduardo Andreoni Ambrósio

carlos.ambrosio18@gmail.com

Nível de segurança: E-mail, Autenticação da conta
(Nenhuma)

DocuSigned by:

Carlos Eduardo Andreoni Ambrósio

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Adoção de assinatura: Estilo pré-selecionado

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Visualizado: 23/02/2024 11:40:25

Assinado: 23/02/2024 11:40:43

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Guilherme Amaral Ferraz

amaral@vintageinvest.com.br

Investment Manager

Nível de segurança: E-mail, Autenticação da conta
(Nenhuma)

DocuSigned by:

Guilherme Amaral Ferraz

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Assinado: 26/02/2024 10:07:22

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Eventos do signatário

José Ricardo de Paulo
ricardo@slotfund.ch
Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

Assinatura

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José Ricardo de Paulo
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Adoção de assinatura: Estilo pré-selecionado
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Leonardo Lorenzo Monteiro
leonardo.monteiro@oasisventures.com.br
Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

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Leonardo Rafid Kasat
leonardo@zazvendas.com.br
Diretor
Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

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Leonardo Rafid Kasat
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Aceito: 27/02/2024 08:28:46
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Luiz Carlos Galvão Lobo Filho
luiz.lobo@fintalk.ai
Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

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Termos de Assinatura e Registro Eletrônico:

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Eventos do signatário presencial	Assinatura	Registro de hora e data
Eventos de entrega do editor	Status	Registro de hora e data
Evento de entrega do agente	Status	Registro de hora e data
Eventos de entrega intermediários	Status	Registro de hora e data
Eventos de entrega certificados	Status	Registro de hora e data
Eventos de cópia	Status	Registro de hora e data
Eventos com testemunhas	Assinatura	Registro de hora e data
Eventos do tabelião	Assinatura	Registro de hora e data

Eventos de resumo do envelope**Status****Carimbo de data/hora**

Envelope enviado

Com hash/criptografado

22/02/2024 19:30:09

Entrega certificada

Segurança verificada

26/02/2024 10:43:55

Assinatura concluída

Segurança verificada

26/02/2024 10:44:37

Concluído

Segurança verificada

28/02/2024 11:37:13

Eventos de pagamento**Status****Carimbo de data/hora****Termos de Assinatura e Registro Eletrônico**

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Declaração

Eu, LUIZ CARLOS GALVAO LOBO FILHO, portador da Cédula de Identidade nº 59525188, inscrito no Cadastro de Pessoas Físicas - CPF sob nº 739.177.617-34, na qualidade de titular, sócio ou responsável legal da empresa FINTALK S.A., **DECLARO** estar ciente que o **ESTABELECIMENTO** situado no(a) Avenida de Marques Sao Vicente, 1619, CJ 1209, Varzea da Barra Funda, SP, São Paulo, CEP 01139-003, para exercer suas atividades regularmente, **DEVERÁ OBTER** parecer municipal sobre a viabilidade de instalação e funcionamento no local indicado, conforme diretrizes estabelecidas na legislação de uso e ocupação do solo, posturas municipais e restrições das áreas de proteção ambiental, nos termos do art. 24, §2º, do Decreto Estadual nº 56.660/2010, bem como **CERTIFICADO DE LICENCIAMENTO INTEGRADO VÁLIDO**, obtido pelo sistema Via Rápida Empresa – Módulo de Licenciamento Estadual.

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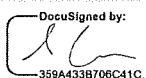
Eventos do signatário

Luiz Carlos Galvão Lobo Filho

luiz.lobos@fintalk.ai

Nível de segurança: E-mail, Autenticação da conta (Nenhuma)

Assinatura

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DECLARAÇÃO DE AUTENTICIDADE

Eu, **ANTONIO APARECIDO TEIXEIRA**, brasileiro, contador, inscrito no CRC/SP sob o nº 1SP123904/O-6, inscrito no CPF/ME sob nº 948.907.498-53, residente e domiciliado na Cidade de São Paulo, Estado de São Paulo, com endereço comercial na Avenida Marquês de São Vicente, 1.619, 12º andar, conjunto 1.208, Edifício Led, Várzea da Barra Funda, CEP 01139-003, **DECLARO**, sob as penas da lei penal e, sem prejuízo das sanções administrativas e cíveis, que os seguintes documentos são autênticos e condizem com os originais:

- (i) 3 (três) vias da ata de assembleia geral extraordinária da **FINTALK S.A.**, sociedade por ações, com sede na Cidade de São Paulo, Estado de São Paulo, na Avenida Marquês de São Vicente, 1.619, conjunto 1.209, Várzea da Barra Funda, CEP 01139-003, inscrita no CNPJ/ME sob o nº 33.143.233/0001-00, com seus atos constitutivos arquivados na Junta Comercial do Estado de São Paulo ("JUCESP") sob o NIRE 35.300.533.704, datada de 22 de janeiro de 2024, cada via composta por 3 (três) páginas, a qual foi assinada de forma digital pelo portal DocuSign ("Ata de AGE");
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São Paulo, 29 de fevereiro de 2024.

ANTONIO APARECIDO TEIXEIRA



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