

**NK 315 EMPREENDIMENTOS E PARTICIPAÇÕES S.A.**

CNPJ n.º 53.150.152/0001-18

NIRE 35.300.628.411

**ATA DE ASSEMBLEIA GERAL EXTRAORDINÁRIA
REALIZADA EM 26 DE MARÇO DE 2025**

1. **DATA, HORA E LOCAL:** realizada no dia 26 de março de 2025, às 17:00, na sede social da NK 315 Empreendimentos e Participações S.A. (“Companhia”), localizada no Município de São Paulo, no Estado de São Paulo, na Alameda Santos, n.º 1.293, 4º andar, conjunto 42, CEP 01419-904.
2. **MESA:** João Paulo Sanches Maia, como Presidente; Fabrizio Roccia, como Secretário.
3. **CONVOCAÇÃO E PRESENÇA:** convocação prévia dispensada, tendo em vista a presença de acionistas titulares de ações representativas da totalidade do capital social da Companhia, nos termos do artigo 124, §4º, da Lei n.º 6.404/76.
4. **ORDEM DO DIA:** discutir e deliberar sobre o aumento de capital social da Companhia, com a consequente alteração do artigo 5º do estatuto social.
5. **RESUMO DAS DELIBERAÇÕES:** instalada a assembleia e discutidas as matérias integrantes da ordem do dia, os acionistas presentes aprovaram, por unanimidade:
 - 5.1. O aumento do capital social da Companhia de R\$ 100,00 (cem reais) **para** R\$ 2.000.100,00 (dois milhões e cem reais), mediante a emissão de 2.000.000 (duas milhões) ações ordinárias, nominativas e sem valor nominal, as quais são, neste ato, totalmente subscritas e integralizadas pela **Shift SPV LLC**, sociedade constituída e existente de acordo com as leis do Estado de Delaware, nos Estados Unidos da América, com sede em 131 Continental Dr, Suite 305, Newark, 19713, inscrita no CNPJ sob o n.º 60.009.398/0001-59, sendo integralizadas em moeda corrente nacional, nos termos do boletim de subscrição anexo a esta ata (Anexo I – Boletim de Subscrição).
 - 5.1.1. Nos termos do artigo 170 da Lei n.º 6.404/76, os acionistas declaram que o capital social da Companhia se encontra subscrito e integralizado nesta data, antes do aumento de capital ora aprovado.
 - 5.1.2. As ações são emitidas ao preço unitário de R\$ 1,00 (um real), perfazendo o total de R\$ 2.000.000,00 (dois milhões de reais) que será destinado, integralmente, para a formação do capital social da Companhia.
 - 5.1.3. O preço de emissão foi fixado com base nas características do investimento realizado pelos subscritores, bem como na perspectiva de rentabilidade futura da Companhia, nos termos do artigo 170, §1º, inciso I, da Lei n.º 6.404/76.
 - 5.1.4. Os demais acionistas renunciam expressamente ao seu direito de preferência à subscrição das novas ações emitidas pela Companhia, em favor dos acionistas subscritores, conforme artigo 171, da Lei n.º 6.404/76.
- 5.2. A alteração do artigo 5º do estatuto social da Companhia, em virtude da deliberação referida no item 5.1, que passa a vigorar, a partir desta data, com a seguinte redação:

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“Artigo 5º O capital social totalmente subscrito e integralizado, é de R\$ 2.000.100,00 (dois milhões e cem reais), representado por 2.000.100 (duas milhões e cem) ações ordinárias, nominativas e sem valor nominal.

Parágrafo Primeiro – Cada ação corresponde a um voto nas deliberações sociais.

Parágrafo Segundo – As ações provenientes de aumento de capital serão distribuídas entre os acionistas, na forma da lei, no prazo que for fixado pela Assembleia que deliberar sobre o aumento de capital.

Parágrafo Terceiro – Mediante aprovação de acionistas representando a maioria do capital social, a companhia poderá adquirir as próprias ações para efeito de cancelamento ou permanência em tesouraria, sem diminuição do capital social, para posteriormente aliená-las, observadas as normas legais e regulamentares em vigor.”

6. **ENCERRAMENTO:** nada mais havendo a tratar, foram encerrados os trabalhos e suspensa a assembleia pelo tempo necessário à lavratura desta ata em forma de sumário, no livro próprio, na forma do artigo 130, §1º, da Lei nº 6.404/76, a qual, após ter sido reaberta a sessão, foi lida, achada conforme e assinada pelos acionistas presentes. O presidente declara, para todos os fins, que esta assembleia e sua ata atendem a todos os requisitos para sua realização e lavratura.

São Paulo/SP, 26 de março de 2025.

DocuSigned by:
João Paulo Sanches Maia
1AABC5D14244DF
João Paulo Sanches Maia
Presidente

DocuSigned by:
Fabrizio Roccia
F887817142CC4D5...
Fabrizio Roccia
Secretário

Acionistas:

DocuSigned by:
F887817142CC4D5...
ORDER PARTICIPAÇÕES LTDA.
p. Fabrizio Roccia

DocuSigned by:
João Paulo Sanches Maia
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João Paulo Sanches Maia

DocuSigned by:
Fernando Siqueira Jamra
837502771D4841B...
Fernando Siqueira Jamra

SHIFT SPV LLC
Representado por Shift Gestão Empresarial Ltda.
p. João Paulo Sanches Maia e Fernando Siqueira Jamra



ANEXO I

à Ata de Assembleia Geral Extraordinária da NK 315 Empreendimentos e Participações S.A.,
realizada em 26 de março de 2025.

BOLETIM DE SUBSCRIÇÃO DO AUMENTO CAPITAL

ACIONISTA E QUALIFICAÇÃO	
Nome do Acionista e Qualificação	SHIFT SPV LLC , sociedade constituída e existente de acordo com as leis do Estado de Delaware, nos Estados Unidos da América, com sede em 131 Continental Dr, Suite 305, Newark, 19713, inscrita no CNPJ sob o n.º 60.009.398/0001-59, neste ato representada por sua administradora, a <u>Shift Gestão Empresarial Ltda.</u> , com sede no Município de São Paulo, no Estado de São Paulo, na Rua Fidêncio Ramos, n.º 100, 7º andar, Vila Olímpia, CEP 04551-010 e inscrita no CNPJ sob o n.º 28.391.736/0001-57.
Ações Subscritas e Valor de subscrição	2.000.000 (duas milhões) ações ordinárias, nominativas e sem valor nominal, no valor total de R\$ 2.000.000,00 (dois milhões de reais).
Forma de Integralização	R\$ 2.000.000,00 (dois milhões de reais), em moeda corrente nacional, mediante remessa de recursos do exterior para conta corrente de titularidade da Companhia.
Local e Data	São Paulo, 26 de março de 2025.
Assinatura do Acionista	<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <p><small>DocuSigned by:</small> <i>João Paulo Sanches Maia</i> <small>1AA8CSD3642AADD...</small></p> </div> <div style="text-align: center;"> <p><small>DocuSigned by:</small> <i>Fernando Siqueira Jamra</i> <small>837502771D4841B...</small></p> </div> </div> <p>SHIFT SPV LLC Representada por Shift Gestão Empresarial Ltda. p. João Paulo Sanches Maia e Fernando Siqueira Jamra</p>

Certificado de Conclusão

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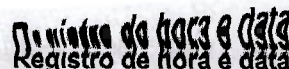
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26/03/2025 14:31:31

ilberto.silva@hrsa.com.br

Eventos do signatário

Assinatura



Fabrizio Roccia

fabrizio@ordervc.com

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

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ID: 5a4dee95-1592-4f2d-8dc6-ffeb0e347bfb

Nome da empresa: HRSA

Fernando Siqueira Jamra

fernando.jamra@shiftcapital.com.br

Diretor

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

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Nome da empresa: HRSA | Sociedade de Advogados

João Paulo Sanches Maia

joao.maia@shiftcapital.com.br

Diretor

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

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ID: e29c42f2-5576-4098-b6b9-60ced1510db5

Nome da empresa: HRSA | Sociedade de Advogados

Eventos do signatário presencial

Assinatura

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Eventos de entrega do editor

Status

Registro de hora e data

Evento de entrega do agente

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Eventos de entrega intermediários

Status

Registro de hora e data

Eventos de entrega certificados**Status****Eventos de cópia****Status**

Henrique Joppert de Barros Campos
henrique.joppert@shiftcapital.com.br
Director of Operations

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ilberto.silva@hrsa.com.br

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isabelle dos Santos Henrique
isabelle.santos@hrsa.com.br
HRSA

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ID: ca430a40-e589-45af-9274-b67664b0907a
Nome da empresa: Haddad Robert e Serafim Sociedade de Advogados

Tiago Molina Ferreira
tiago.ferreira@hrsa.com.br
Partner

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ID: d51094a0-3061-4a86-aaaa-00db5b52f3e2
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