



NK 315 EMPREENDIMENTOS E PARTICIPAÇÕES S.A.

CNPJ nº 53.160.152/0001-18

NIRE 35.300.628.411

ATA DE ASSEMBLEIA GERAL EXTRAORDINÁRIA
REALIZADA EM 07 DE ABRIL DE 2025

1. **DATA, HORA E LOCAL:** realizada no dia 07 de abril 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 Rocchia, 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\$ 2.000.100,00 (dois milhões e cem reais) **para** R\$ 9.034.304,00 (nove milhões, trinta e quatro mil e trezentos e quatro reais), sendo o aumento no valor de R\$ 7.034.204,00 (sete milhões, trinta e quatro mil, duzentos e quatro reais), mediante a emissão de 7.034.204 (sete milhões, trinta e quatro mil e duzentas e quatro) ações ordinárias, nominativas e sem valor nominal, nos termos dos boletins de subscrição anexo a esta ata (Anexo I – Boletins de Subscrição), da seguinte forma:
 - (i) **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 (“Shift SPV”), subscreve e integraliza 2.517.152 (dois milhões, quinhentas e dezessete mil, cento e cinquenta e duas) ações ordinárias, nominativas, sem valor nominal.
 - (ii) **ORDER PARTICIPAÇÕES LTDA.**, sociedade com sede no Município de São José dos Pinhais, Estado do Paraná, na Rua Antônio Singer e inscrita no CNPJ sob o n.º 37.124.193/0001-00 (“Order”), subscreve e integraliza 4.517.052 (quatro milhões, quinhentas e dezessete mil e cinquenta e duas) ações ordinárias, nominativas, sem valor nominal.
 - 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\$ 7.034.204,00 (sete milhões, trinta e quatro mil, duzentos e quatro reais) que será destinado, integralmente, para a formação do capital social da Companhia.

JPSM
FSJ

- 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:

“Artigo 5º O capital social totalmente subscrito e integralizado, é de R\$ 9.034.304,00 (nove milhões, trinta e quatro mil e trezentos e quatro reais), representado por 9.034.304 (nove milhões, trinta e quatro mil e trezentos e quatro) 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, 07 de abril de 2025.

DocuSigned by:
João Paulo Sanches Maia
1AA8C5D3642A4DD...
João Paulo Sanches Maia
Presidente

DocuSigned by:
Fabrizio Roccia
F887617142CC4D5...
Fabrizio Roccia
Secretário

Acionistas:

DocuSigned by:
Fabrizio Roccia
F887617142CC4D5...
ORDER PARTICIPAÇÕES LTDA.
p. Fabrizio Roccia

DocuSigned by:
João Paulo Sanches Maia
1AA8C5D3642A4DD...
SHIFT SPV LLC
DocuSigned by:
Fernando Siqueira Jamra
637502771D4841B...
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 07 de abril de 2025.


BOLETINS DE SUBSCRIÇÃO DO AUMENTO DE 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 Shift Gestão Empresarial Ltda., 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, inscrita no CNPJ sob o n.º 28.391.736/0001-57.
Ações Subscritas e Valor de subscrição	2.517.152 (dois milhões, quinhentas e dezessete mil e cento e cinquenta e duas) ações ordinárias, nominativas e sem valor nominal, no valor total de R\$ 2.517.152,00 (dois milhões, quinhentos e dezessete mil, cento e cinquenta e dois reais).
Forma de Integralização	O valor total de R\$ 2.517.152,00 (dois milhões, quinhentos e dezessete mil, cento e cinquenta e dois reais) é integralizado da seguinte forma: (i) R\$ 2.509.536,00 (dois milhões, quinhentos e nove mil, quinhentos e trinta e seis reais) é integralizado em moeda corrente nacional, mediante remessa de recursos do exterior para conta corrente de titularidade da Companhia; e (ii) R\$ 7.616,00 (sete mil, seiscentos e dezesseis reais) é integralizado mediante capitalização de créditos contra a Companhia.
Local e Data	São Paulo, 07 de abril de 2025.
Assinatura do Acionista	<div style="display: flex; justify-content: space-around; align-items: flex-start;"> <div style="text-align: center;"> <p><small>DocuSigned by:</small></p> <p><i>João Paulo Sanches Maia</i></p> <p><small>1AABC5D3842A4DD...</small></p> </div> <div style="text-align: center;"> <p><small>DocuSigned by:</small></p> <p><i>Fernando Siqueira Jamra</i></p> <p><small>637502771D4841B...</small></p> </div> </div> <p>SHIFT SPV LLC Representada por Shift Gestão Empresarial Ltda. p. João Paulo Sanches Maia e Fernando Siqueira Jamra</p>

ANEXO I

à Ata de Assembleia Geral Extraordinária da NK 315 Empreendimentos e Participações S.A.,
realizada em 07 de abril de 2025.

BOLETINS DE SUBSCRIÇÃO DO AUMENTO DE CAPITAL

ACIONISTA E QUALIFICAÇÃO	
Nome do Acionista e Qualificação	ORDER PARTICIPAÇÕES LTDA. , sociedade com sede no Município de São José dos Pinhais, Estado do Paraná, na Rua Antônio Singer, n.º 200, sala 2, bairro São Marcos, CEP 83090-362 e inscrita no CNPJ sob o n.º 37.124.193/0001-00.
Ações Subscritas e Valor de subscrição	4.517.052 (quatro milhões, quinhentas e dezessete mil e cinquenta e duas) ações ordinárias, nominativas e sem valor nominal, no valor total de R\$ 4.517.052,00 (quatro milhões, quinhentas e dezessete mil e cinquenta e dois reais).
Forma de Integralização	R\$ 4.517.052,00 (quatro milhões, quinhentos e dezessete mil e cinquenta e dois reais) são integralizados mediante a capitalização de créditos contra a Companhia.
Local e Data	São Paulo, 07 de abril de 2025.
Assinatura do Acionista	 ORDER PARTICIPAÇÕES LTDA. p. Fabrizio Roccia

Certificado de Conclusão

Identificação de envelope: 0ADC0573-940F-402F-311D-304D3140EB43

Status: Concluído

Assunto: Ata da AGE - NK 315 - Segundo aumento de Capital

Envelope fonte:

Documentar páginas: 4

Assinaturas: 8

Remetente do envelope:

Certificar páginas: 8

Rubrica: 3

Ilberto da Silva Junior

Assinatura guiada: Ativado

Rua Minas de Prata, 30

Selo com Envelopeld (ID do envelope): Ativado

Itaim Bibi, São Paulo 04552-080

Fuso horário: (UTC-03:00) Brasília

ilberto.silva@hrsa.com.br

Endereço IP: 177.92.124.58

Rastreamento de registros

Status: Original

Portador: Ilberto da Silva Junior

Local: DocuSign

07/04/2025 17:14:51

ilberto.silva@hrsa.com.br

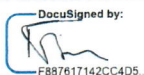
Eventos do signatário

Fabrizio Roccia

fabrizio@ordervc.com

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

Assinatura



Adoção de assinatura: Desenhado no dispositivo

Usando endereço IP: 191.38.27.2

Assinado com o uso do celular

Registro de hora e data

Enviado: 07/04/2025 17:23:42

Visualizado: 07/04/2025 18:21:31

Assinado: 07/04/2025 18:21:48

Termos de Assinatura e Registro Eletrônico:

Aceito: 03/07/2024 10:29:52

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)



Adoção de assinatura: Estilo pré-selecionado

Usando endereço IP: 191.13.34.246

Enviado: 07/04/2025 17:23:43

Visualizado: 08/04/2025 11:00:00

Assinado: 08/04/2025 11:00:07

Termos de Assinatura e Registro Eletrônico:

Aceito: 20/03/2024 07:36:48

ID: 785d5e9a-494f-4c3f-bc79-0648e5f2e145

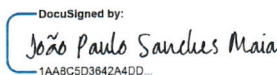
Nome da empresa: HRSA | Sociedade de Advogados

João Paulo Sanches Maia

joao.maia@shiftcapital.com.br

Diretor

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



Adoção de assinatura: Estilo pré-selecionado

Usando endereço IP: 189.40.90.78

Assinado com o uso do celular

Enviado: 07/04/2025 17:23:43

Visualizado: 08/04/2025 11:01:37

Assinado: 08/04/2025 11:02:37

Termos de Assinatura e Registro Eletrônico:

Aceito: 19/03/2024 19:05:48

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

Nome da empresa: HRSA | Sociedade de Advogados

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		
Henrique Joppert de Barros Campos henrique.joppert@shiftcapital.com.br Director of Operations Nível de segurança: E-mail, Autenticação da conta (Nenhuma) Termos de Assinatura e Registro Eletrônico: Não oferecido através da DocuSign	Copiado	Enviado: 07/04/2025 17:23:44 Visualizado: 07/04/2025 17:53:51
Ilberto da Silva Junior ilberto.silva@hrsa.com.br Nível de segurança: E-mail, Autenticação da conta (Nenhuma) Termos de Assinatura e Registro Eletrônico: Não oferecido através da DocuSign	Copiado	Enviado: 07/04/2025 17:23:44 Reenviado: 08/04/2025 11:02:40
Tiago Molina Ferreira tiago.ferreira@hrsa.com.br Partner HRSA Sociedade de Advogados Nível de segurança: E-mail, Autenticação da conta (Nenhuma) Termos de Assinatura e Registro Eletrônico: Aceito: 23/03/2024 15:31:39 ID: e708a157-a0d2-48fc-8fe3-d5a2ab0d3ea6 Nome da empresa: HRSA Sociedade de Advogados	Copiado	Enviado: 07/04/2025 17:23:44
Eventos com testemunhas		
Assinatura		Registro de hora e data
Eventos do tabelião		
Assinatura		Registro de hora e data
Eventos de resumo do envelope		
Envelope enviado	Com hash/criptografado	07/04/2025 17:23:44
Entrega certificada	Segurança verificada	08/04/2025 11:01:37
Assinatura concluída	Segurança verificada	08/04/2025 11:02:37
Concluído	Segurança verificada	08/04/2025 11:02:37
Eventos de pagamento		
Status		Carimbo de data/hora
Termos de Assinatura e Registro Eletrônico		

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, HRSA (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact HRSA:

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: mauricio.vedovato@hrsa.com.br

To advise HRSA of your new email address

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 mauricio.vedovato@hrsa.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.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from HRSA

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to mauricio.vedovato@hrsa.com.br and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with HRSA

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to mauricio.vedovato@hrsa.com.br and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

By selecting the check-box next to 'I agree to use electronic records and signatures', you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify HRSA 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 HRSA during the course of your relationship with HRSA.

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, HRSA (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact HRSA:

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 advise HRSA of your new email address

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 hrsa@hhs.gov and in the body of such request you must state: your previous email address, your new email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from HRSA

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to hrsa@hhs.gov and in the body of such request you must state your email address, full name, mailing address, and telephone number.

To withdraw your consent with HRSA

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to hrsa@hrsa.org and in the body of such request you must state your email, full name, mailing address, and telephone number. . .

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

By selecting the check-box next to 'I agree to use electronic records and signatures', you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify HRSA 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 HRSA during the course of your relationship with HRSA.