

T4F Entretenimento S.A.

Listed Company
Corporate Taxpayer's ID (CNPJ/ME): 02.860.694/0001-62
NIRE 35.300.184.645

MATERIAL FACT

MERGER

São Paulo, September 9th, 2021 - T4F Entretenimento S.A. ("**T4F**" or "**Time for Fun**" or "**Company**") (**B3: SHOW3**), the largest live entertainment company in South America's, in compliance with article 157, paragraph 4, of Law No. 6,404/76, the sole paragraph of art. 2 of CVM Resolution 44/21 and art. 3 of CVM Instruction 565/15, hereby informs its shareholders and the market in general that the proposal of merger of its subsidiary PLF Eventos S.A. a company headquartered in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Luís Antônio, 411, sala 06, Bela Vista, registered with the CNPJ/ME under no. 31.371.524/0001-12 ("PLF"), will be submitted to T4F's shareholders at an Extraordinary General Meeting ("EGM") to be held on September 30th, 2021, . This operation was approved by the Company's Board of Directors on August 10, 2021 ("Merger").

1. Identification and Activities Developed by the Companies Involved in the Merger

T4F is a company registered as a securities issuer with the Brazilian Securities and Exchange Commission ("CVM") under category "A" and its shares are traded on the New Market listing segment of B3 S.A. - Brasil, Bolsa, Balcão ("B3").

PLF is a closely-held corporation, whose capital is wholly owned by T4F and whose corporate purpose is (a) the promotion of events; (b) the operation of ticketing, marketing of food, beverages and promotional products (merchandising) and operation of venues; and (c) marketing of sponsorships.

2. Description and Purpose of the Merger

The operation consists of the merger of PLF by T4F, without the issuance of new shares by T4F, since the latter already holds all the shares issued by PLF.

The Merger is a corporate restructuring measure in the economic group, aimed at simplifying the structure, seeking greater synergy and administrative efficiency, rationalizing administrative costs and accessory obligations. The positive points that support the Merger are listed below:

- The Merger will bring administrative and economic benefits, allowing the rationalization and unification of current activities, thereby simplifying operations and reducing administrative costs and expenses by optimizing the existing administrative structure, meeting the interests of both T4F and PLF; and

- T4F owns 100% of PLF's corporate capital; therefore, the merger of PLF will be implemented without impact or dilution to T4F's shareholders, as it will not result in any capital increase, issuance of new shares, share replacement ratio or withdrawal rights for any shareholders.

3. Main Benefits, Costs and Risks of the Operation

T4F holds 100% of the shares issued by PFL. Therefore, no significant benefits are expected to result from the Merger.

The simplification of the corporate and operational structure through the Merger will reduce the financial, operational, and administrative costs of the economic group to which T4F and PLF belong.

There are no risk factors arising specifically from the Merger. Since T4F holds 100% of the shares issued by PFL, the risk factors indicated in the T4F Reference Form already include those related to PFL.

4. Substitution Ratio and Criteria for Setting the Substitution Ratio

There will be no need to establish a share exchange ratio, since T4F holds 100% of the shares issued by PFL and the Merger will not result in a capital increase or issue of new T4F shares. The rights and benefits attributed to T4F's shareholders will not suffer any alteration as a result of the Merger.

5. Submission of the Operation to Brazilian or Foreign Authorities

The Merger is not subject to the approval of the Brazilian or foreign authorities.

6. Share Replacement Ratio Calculated in Accordance with Article 264 of Law no. 6,404/76.

There is no substitution ratio, since T4F holds 100% of the shares issued by PFL and the Merger will not result in a capital increase or issue of new T4F shares.

In this sense, the Merger will be carried out without increasing T4F's capital stock because PLF is a subsidiary of T4F, i.e. without diluting its shareholding, so that the obligations set forth in Chapter III of CVM Instruction 565 and in article 264 of Law no. 6.404/76 are not applicable.

7. Withdrawal Rights and Refund Amount

Since PLF is a subsidiary of T4F, there are no dissenting shareholders of the merged company and, therefore, the provisions regarding the right to withdraw set forth in article 137 of the Corporations Law do not apply.

8. Other Relevant Information

A) The appraisal report on the book value of PLF's equity on the base date of June 30th, 2021, to be merged by T4F, as provided for in Article 226 of the Corporation Law, was prepared by Apsis Consultoria e Avaliações Ltda, headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, at Rua do Passeio, no. 62, 6th floor, Centro, registered with the CNPJ/ME under no. 08.681.365/0001-30 and with the Regional Accounting Council of the State of Rio de Janeiro under no. 005112/O-9. Under the terms of the corporate legislation, the hiring of the appraisal company must be ratified by T4F's shareholders.

B) Regarding the Bylaws, considering that the companies operate in the same market segment and have the same activity, and also considering that the operation will not cause any increase in the Company's capital stock, there will be no change in the Bylaws, which will remain unchanged.

C) In compliance with the provisions of Law no. 6,404/76, CVM Instructions 565 and CVM 481 and other applicable rules, the documents required for exercising voting rights at the EGM that will deliberate the Merger are available to T4F's shareholders as of this date at the Company's headquarters, and on its website (www.t4f.com.br/ri). These documents have also been sent to the B3 S.A. - Brasil, Bolsa, Balcão (www.b3.com.br) and the Brazilian Securities and Exchange Commission - CVM (www.cvm.gov.br).

The Investor Relations Department is available for eventual clarifications through the contacts ri@t4f.com.br or +55 (11) 3576-1370.

Fernando Alterio
Vice-Chairman of the Board of Directors