



## StoneCo Ltd. announces Any and All Cash Tender Offer and Consent Solicitation

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GEORGE TOWN, Grand Cayman, July 1, 2024 /PRNewswire/ -- StoneCo Ltd. (Nasdaq: [STNE](#), B3: STOC31) ("[StoneCo](#)" or the "[Company](#)") announces that it has commenced today a cash tender offer (the "[Tender Offer](#)") to purchase any and all of its outstanding 3.950% senior notes due 2028 (the "[Notes](#)"). Initially, the Notes are fully, unconditionally and irrevocably guaranteed by Stone Instituição de Pagamento S.A., MNLT S.A. and Pagar.me Instituição de Pagamento S.A.

In connection with the Tender Offer, the Company is also soliciting consents (the "[Consents](#)") from registered holders (each, a "[Holder](#)" and, collectively, the "[Holders](#)") of the Notes (the "[Consent Solicitation](#)") to proposed amendments to the indenture governing the Notes (the "[Indenture](#)"), providing for, among other things, the elimination of substantially all of the restrictive covenants, various events of default and related provisions contained in the Indenture, as well as allowing the Company to replace itself as principal debtor in respect to the Notes by a substituted debtor; provided that the Company (and all other existing guarantors) shall guarantee the payment of all sums payable by the substituted debtor as such principal debtor on the same terms *mutatis mutandis* as the Notes and subject to certain other conditions (the "[Proposed Amendments](#)"). The Tender Offer and the Consent Solicitation are being made upon the terms and subject to the conditions set forth in an offer to purchase and consent solicitation statement dated July 1, 2024 (the "[Offer to Purchase and Consent Solicitation](#)"). Any capitalized term used but not defined in this press release has the respective meaning set forth in the Offer to Purchase and Consent Solicitation.

The following table summarizes the material pricing terms of the Tender Offer.

Notes	CUSIP and ISIN Numbers	Principal Amount Outstanding	Tender Offer Consideration <sup>(1)</sup>	Early Tender Consideration <sup>(1)(2)</sup>	Total Consideration <sup>(1)(3)</sup>
	CUSIP:				
3.950% Senior Notes due 2028	861787 AA7 / G85158 AA4	US\$500,000,000	US\$850.00	US\$30.00	US\$880.00
	ISIN:				
	US861787AA77 / USG85158AA43				

<sup>(1)</sup> Per US\$1,000 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase by us. Excludes Accrued Interest (as defined in the Offer to Purchase and Consent Solicitation) to be paid to the Holders.

<sup>(2)</sup> Payable only to Holders who validly tender Notes at or prior to the Early Tender Deadline (and do not validly withdraw their tender). Included in the Total Consideration.

<sup>(3)</sup> The Total Consideration equals the Tender Offer Consideration plus the Early Tender Consideration.

The Tender Offer and the Consent Solicitation will expire immediately after 5:00 p.m., New York City time, on July 30, 2024, unless extended or earlier terminated by the Company (the "[Expiration Time](#)"). Holders may participate in the Tender Offer and the Consent Solicitation by validly tendering and not validly withdrawing their Notes at or prior to 5:00 p.m., New York City time, on July 15, 2024 unless extended (the "[Early Tender Deadline](#)"). In this case, Holders will be deemed to have validly tendered their Notes and delivered their Consent related to the Notes and will be eligible to receive the Total Consideration, which includes the Early Tender Consideration. Holders may also participate in the Tender Offer and Consent Solicitation by validly tendering Notes and delivering their Consent after the Early Tender Deadline and at or prior to the Expiration Time, but they will be eligible to receive only the Tender Offer Consideration (as defined in the Offer to Purchase and Consent Solicitation), which excludes the Early Tender Consideration. In addition to the Tender Offer Consideration or the Total Consideration, as the case may be, Holders whose Notes are accepted for purchase pursuant to the Tender Offer and Consent Solicitation will also receive Accrued Interest.

Payment for the Notes that are validly tendered and not validly withdrawn, along with Consents that are validly delivered and not validly revoked, prior to or at the Early Tender Deadline and that are accepted for purchase may be made, at our option, on the Early Settlement Date. The Early Settlement Date, if it occurs, is expected to be on two business days immediately after the Early Tender Deadline in respect of the Tender Offer and Consent Solicitation. It is anticipated that the Early Settlement Date, if it occurs, will be on or around July 17, 2024. If the Early Settlement Date occurs, payment for the Notes that are validly tendered and not validly withdrawn after the Early Tender Deadline and prior to or at the Expiration Time and that are

accepted for purchase will be made on the Final Settlement Date. If no Early Settlement Date occurs, then payment for all the Notes that are validly tendered and not validly withdrawn at any time prior to the Expiration Time and that are accepted for purchase will be made on the Final Settlement Date. It is anticipated that the Final Settlement Date will be on or around July 31, 2024.

Notes tendered in accordance with the Tender Offer and Consent Solicitation may be withdrawn and Consents delivered may be revoked at any time at or prior to 5:00 p.m., New York City time, on July 15, 2024, unless extended (the "Withdrawal Deadline," which prior to any extension of any Early Tender Deadline shall be the same date as the initial Early Tender Deadline). **Holders of the Notes may not tender their Notes without also delivering their Consent to the Proposed Amendments (as defined herein) and vice versa.** The valid tender of Notes by any Holder prior to or at the Expiration Time will be deemed to constitute the giving of a Consent by such Holder to the Proposed Amendments to the Indenture governing the Notes. A valid withdrawal of tendered Notes will constitute the concurrent valid revocation of such Holder's related Consents and vice versa.

The Company will pay a soliciting broker fee of US\$2.50 for each US\$1,000 principal amount of the Notes that are validly tendered and accepted for purchase pursuant to the Tender Offer and Consent Solicitation to retail brokers that are appropriately designated by their tendering Holder clients to receive this fee; *provided that* such fee will only be paid with respect to tenders by Holders whose aggregate principal amount of Notes is US\$250,000 or less.

The consummation of the Tender Offer and the Consent Solicitation is subject to, and conditioned upon, the satisfaction or waiver of certain conditions described in the Offer to Purchase and Consent Solicitation.

If we receive the Requisite Consents (as defined in the Offer to Purchase and Consent Solicitation), as certified in writing by the Company to the Trustee (as defined in the Offer to Purchase and Consent Solicitation), and the other conditions to the Tender Offer and Consent Solicitation are satisfied or waived, it is expected that StoneCo Ltd., Stone Instituição de Pagamento S.A., MNL T S.A., and Pagar.me Instituição de Pagamento S.A. and the Trustee will execute a supplemental indenture (the "Supplemental Indenture"). The Supplemental Indenture will be effective promptly upon their execution and delivery; however, the Proposed Amendments will not become operative until amounts payable by us pursuant to the Tender Offer and Consent Solicitation are deposited with the Tender and Information Agent (as defined below) or, upon the Tender and Information Agent's instructions, with DTC, on the Final Settlement Date.

Notes tendered and Consents delivered at or prior to the Withdrawal Deadline may be withdrawn or revoked at any time at or prior to that Withdrawal Deadline, but not thereafter except as otherwise required by law. A valid withdrawal of tendered Notes will constitute the concurrent valid revocation of such Holder's related Consents and vice versa. In order for a Holder to revoke a Consent delivered together with the tender of the corresponding Notes, such Holder must withdraw the corresponding tendered Notes and in such case will receive no payment in connection with the Tender Offer and Consent Solicitation.

This press release does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

Banco Bradesco BBI S.A., HSBC Securities (USA) Inc., Jefferies LLC and J.P. Morgan Securities LLC are serving as the Dealer Managers for the Tender Offer and Solicitation Agents for the Consent Solicitation (the "Dealer Managers and Solicitation Agents"). In such capacity, the Dealer Managers and Solicitation Agents may contact Holders regarding the Tender Offer and may request brokers, dealers, commercial banks, trust companies and other nominees to forward the Offer to Purchase and Consent Solicitation and related materials to beneficial owners of Notes. The Dealer Managers and Solicitation Agents can be contacted at their telephone numbers set forth on the back cover page of the Offer to Purchase and Consent Solicitation with questions regarding the Tender Offer and the Consent Solicitation.

Copies of the Offer to Purchase and Consent Solicitation are available to Holders from D.F. King & Co., Inc., the tender agent and the information agent for the Tender Offer and the Consent Solicitation (the "Tender and Information Agent"). Requests for copies of the Offer to Purchase and Consent Solicitation should be directed to D.F. King at +1 (888) 644-6071 (toll-free), +1 (212) 269-5550 (collect) or [stoneco@dfking.com](mailto:stoneco@dfking.com).

Neither the Offer to Purchase and Consent Solicitation nor any related documents have been filed with the U.S. Securities and Exchange Commission, nor have any such documents been filed with, approved or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer to Purchase and Consent Solicitation or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Under no circumstances shall this press release constitute an offer to buy or the solicitation of an offer to sell the Notes or any other securities of the Company, the guarantors or any of their affiliates in the United States or in any other jurisdiction. The Tender Offer and the Consent Solicitation is not being made to, nor will the Company accept tenders of Notes from, Holders in any jurisdiction in which the Tender Offer and the Consent Solicitation would not be in compliance with the securities or blue-sky laws of such jurisdiction.

Any questions regarding the terms of the Tender Offer and Consent Solicitation should be directed to the Dealer Managers and Solicitation Agents at the addresses and telephone numbers set forth below.

*The Dealer Managers for the Tender Offer and Solicitation Agents for the Consent Solicitation are:*

**HSBC Securities (USA) Inc.**

**Banco Bradesco BBI S.A.**

66 Hudson Boulevard

Av Presidente Juscelino Kubitschek, 1309, 10th floor New York, New York 10001

São Paulo, SP, 04543-011

Attention: Global Liability Management Group

Attention: International Fixed Income Department

Toll Free: +1 (888) HSBC-4LM

Collect: +1 (646) 432-6642

Collect: +1 (212) 525-5552

**Jefferies LLC**

520 Madison Avenue

New York, NY 10022

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**J.P. Morgan Securities LLC**

383 Madison Avenue

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Attention: Latin America Debt

Capital Markets

Toll Free: +1 (866) 846-2874

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**Important Notice Regarding Forward-Looking Statements**

This press release contains forward-looking statements. Forward-looking statements are information of a non-historical nature or that relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described in this press release will be consummated or as to the ultimate terms of any such transactions. Neither the Company nor the guarantors undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

**Disclaimer**

This press release must be read in conjunction with the Offer to Purchase and Consent Solicitation. This press release and the Offer to Purchase and Consent Solicitation contain important information that must be read carefully before any decision is made with respect to the Tender Offer and the Consent Solicitation. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax, accounting and financial advice, including as to any tax consequences, from its attorney, accountant or other independent financial or legal adviser. None of the Company, the guarantors, the Dealer Managers and Solicitation Agents, the Tender and Information Agent or any affiliate of such persons expresses any opinion as to whether the terms of the Tender Offer are fair to any Holder. Holders must make their own decision as to whether to tender and deliver Consent with respect to any Notes and, if so, the principal amount of Notes to tender.

**About Stone**

Stone is a leading provider of financial technology and software solutions that empower merchants to conduct commerce seamlessly across multiple channels and help them grow their businesses.

**Contact:**

Investor Relations

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