



DLOCAL LIMITED

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held December 10, 2025

**NOTICE IS HEREBY GIVEN** that an annual general meeting of shareholders (the “AGM”) of DLocal Limited (the “Company” or “we”) will be held on December 10, 2025, at 11:00 a.m., Montevideo time, being 9:00 a.m., New York time. The AGM will be held virtually and at the offices of the Company located at Dr. Luis Bonavita 1294, Montevideo, Uruguay 11300.

You will be able to attend the AGM online by visiting <https://meetnow.global/M4N4PMP>. You will also be able to vote your shares online by attending the AGM via this webcast. To participate in the AGM online, you will need to review the information included on the proxy card or in the instructions that accompanied your proxy materials.

The AGM will be held for the purpose of considering and, if thought fit, passing and approving the following resolutions:

1. To resolve, as an ordinary resolution, that the Company’s financial statements and the auditor’s report for the fiscal year ended December 31, 2024, be approved and ratified; and
2. To resolve, as an ordinary resolution, that Mr. William Pruett shall be elected as an independent director of the Company, following his appointment as interim director by the board of directors of the Company on July 2, 2025.

Mr. William Pruett’s profile are included in the Schedule to this Notice.

The AGM will also serve as an opportunity for shareholders to discuss Company affairs with management.

Further details regarding the proposals are set out in the attached proxy statement (which proxy statement is hereby incorporated into this notice by reference). The board of directors of the Company (the “Board”) has fixed the close of business on October 21, 2025, New York time as the record date (the “Record Date”) for determining the shareholders of the Company entitled to receive notice of the AGM or any adjournment thereof. The holders of record of the Class A common shares and the Class B common shares of the Company as at the close of business on the Record Date are entitled to receive notice of and attend the AGM and any adjournment thereof.

Please refer to the proxy card which is attached to and made a part of this notice. The proxy statement and the proxy card are also available for viewing on the Investor Relations section of our website at <https://investor.dlocal.com/>, at [www.edocumentview.com/dlo](http://www.edocumentview.com/dlo) and on the SEC’s website at <https://www.sec.gov>.

**Your vote is important. If you do not plan to attend the AGM either in person or virtually then you are urged to complete, sign, date and return the accompanying proxy card to us, in accordance with the instructions set out therein, as promptly as possible and in any case by no later than 11:59 a.m., ET, New York Time, on December 9, 2025 to ensure your representation at the AGM.**

The Company’s annual report on Form 20-F for the fiscal year ended December 31, 2024, was filed with the U.S. Securities and Exchange Commission (the “Commission”) on April 24, 2025 (the “Form 20-F”). Shareholders may obtain a copy of the Form 20-F, free of charge, from the Company’s website at <https://investor.dlocal.com/>, at [www.edocumentview.com/dlo](http://www.edocumentview.com/dlo) and on the SEC’s website at <https://www.sec.gov>, or by contacting the Company’s Investor Relations Department by email at [investor@dlocal.com](mailto:investor@dlocal.com). In addition to the other information included in the Form 20-F, you will find in the Form 20-F biographies for the incumbent members of the Board.

The Board recommends that shareholders of the Company vote “FOR” the resolutions at the AGM. Your vote is very important to the Company.

By order of the Board.

/s/ Pedro Arnt

Name: Pedro Arnt

Title: Chairman

Dated: November 5, 2025

Registered Office:

c/o Maples Corporate Services Limited

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

## NOTES

**IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE AGM IN PERSON OR SEND IN A SPECIFIC PROXY.**

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
- 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the AGM unless revoked prior to the AGM or the shareholder attends the AGM in person.
- 3 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
- 4 A shareholder holding more than one share entitled to attend and vote at the AGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
- 5 No business shall be transacted at the AGM unless a quorum is present. As set out in the articles of association of the Company, a quorum for a general meeting consists of any one or more persons holding or representing by proxy not less than one-third of the aggregate voting power of all shares in issue and entitled to vote. No person shall be entitled to vote at the AGM unless he is registered as a shareholder of the Company on the record date for the AGM nor unless all calls or other sums presently payable by him in respect of such shares have been paid.

## **Schedule**

Mr. William Pruett has deep knowledge of capital market dynamics and investment strategies, combined with his extensive experience across Latin America, Asia, and Africa, will be invaluable as we continue to expand our business and deliver value to our stakeholders. Mr. Pruett served as an independent board member of PicPay, one of the largest Brazilian digital banks. Previously, Mr. Pruett served at Fidelity Investments for 16 years (from 2008 to 2025), where he was a portfolio manager for the Fidelity Latin America Fund (FLATX), Fidelity Emerging Markets Opportunities Fund (FEMSX) and Fidelity Total Emerging Markets Fund (FTEMX). Prior to Fidelity, Mr. Pruett worked at HSBC, where he held roles in retail credit and e-commerce across Asia, Europe and Latin America. Mr. Pruett holds a master's degree in Business Administration from the Harvard Business School and a degree in Economics from the University of Chicago.



**DLOCAL LIMITED**

**Dr. Luis Bonavita 1294  
Montevideo  
Uruguay 11300**

## **PROXY STATEMENT**

### **General**

The board of directors of dLocal Limited (the “**Company**” or “**we**”) is soliciting proxies for the annual general meeting of shareholders (the “**AGM**”) of the Company to be held on December 10, 2025, at 11:00 a.m., Montevideo time, being 9:00 a.m., New York time. The AGM will be held virtually and at the offices of the Company located at Dr. Luis Bonavita 1294, Montevideo, Uruguay 11300.

You will be able to attend the AGM online by visiting <https://meetnow.global/M4N4PMP>. You will also be able to vote your shares online by attending the AGM via this webcast. To participate in the AGM, you will need to review the information included on the proxy card or in the instructions that accompanied your proxy materials.

On November 5, 2025 we published a notice of the AGM and our proxy materials on the Investor Relations section of the Company’s website at <https://investor.dlocal.com/>, at [www.edocumentview.com/dlo](http://www.edocumentview.com/dlo) and on the SEC’s website at <https://www.sec.gov> and mailed to our shareholders our proxy materials, including our proxy statement, the notice to shareholders of our AGM and the proxy card, along with instructions on how to vote using the proxy card provided therewith.

### **Record Date, Share Ownership and Quorum**

Only the holders of record of Class A common shares and Class B common shares (together, the “**Common Shares**”) of the Company as at the close of business on October 21, 2025, New York time (the “**Record Date**”) are entitled to receive notice of and attend the AGM and any adjournment thereof. No person shall be entitled to vote at the AGM unless they are registered as a shareholder of the Company on the Record Date.

As of the close of business on the Record Date, 294,727,558 Common Shares were issued and outstanding, including 165,673,366 Class A common shares and 129,054,192 Class B common shares. One or more shareholders holding not less than one-third in aggregate of the voting power of all Common Shares in issue and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, constitutes a quorum of the shareholders.

### **Voting and Solicitation**

Each Class A common share issued and outstanding as of the close of business on the Record Date is entitled to one vote at the AGM. Each Class B common share issued and outstanding as of the close of business on the Record Date is entitled to five votes at the AGM. The resolutions to be put to the vote at the AGM will each be approved by an ordinary resolution (i.e. a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM).

## **Voting by Holders of Common Shares**

Common Shares that are properly voted, for which proxy cards are properly executed and returned within the deadline set forth below, will be voted at the AGM in accordance with the directions given. If no specific instructions are given in such proxy cards, the proxy holder will vote in favor of the item(s) set forth in the proxy card. The proxy holder will also vote in the discretion of such proxy holder on any other matters that may properly come before the AGM, or at any adjournment thereof. Where any holder of Common Shares affirmatively abstains from voting on any particular resolution, the votes attaching to such Common Shares will not be included or counted in the determination of the number of Common Shares present and voting for the purposes of determining whether such resolution has been passed (but they will be counted for the purposes of determining the quorum, as described above).

## **Attending the Meeting Virtually**

If you are a registered shareholder (i.e., you hold your shares through our transfer agent, Computershare), you do not need to register to attend the Annual Meeting virtually on the Internet. Please follow the instructions on the notice or proxy card that you received.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Annual Meeting virtually on the Internet. To register to attend the Annual Meeting online by webcast you must submit proof of your proxy power (legal proxy) reflecting your holdings in the Company along with your name and email address to Computershare. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., Eastern Time, on December 5, 2025.

You will receive a confirmation of your registration by email after we receive your registration materials. Requests for registration should be directed to us at the following:

By email:

Forward the email from your broker, or attach an image of your legal proxy, to [legalproxy@computershare.com](mailto:legalproxy@computershare.com)

By mail:

Computershare  
DLocal Legal Proxy  
P.O. Box 43001  
Providence, RI 02940-3001  
United States

**Proxies submitted by registered shareholders and street shareholders (by returning the proxy card) must be received by us no later than 11:59 a.m., New York time, on December 9, 2025, to ensure your representation at our AGM.**

The manner in which your Common Shares may be voted depends on how your Common Shares are held. If you own Common Shares of record, meaning that your Common Shares are represented by book entries in your name so that you appear as a shareholder on the records of Computershare Inc. (“**Computershare**”) (i.e., you are a registered shareholder), our stock transfer agent, the Notice of the AGM will be e-mailed to you by Computershare indicating that this proxy statement, the notice of AGM and the proxy card are available on our website. You may provide voting instructions by returning a proxy card. You also may attend the AGM and vote in person. If you own Common Shares of record and you do not vote by proxy or at the AGM, your Common Shares will not be voted.

If you own Common Shares in street name (i.e., you are a street shareholder), meaning that your Common Shares are held by a bank, brokerage firm, or other nominee, you are then considered the “beneficial owner” of Common Shares held in “street name,” and as a result, this proxy statement, the notice of AGM and the proxy card will be provided to you by your bank, brokerage firm, or other nominee holding the Common Shares. You may provide voting instructions to them directly by returning a voting instruction form received from that institution. If you own

Common Shares in street name and attend the AGM, you must obtain a “legal proxy” from the bank, brokerage firm, or other nominee that holds your Common Shares in order to vote your Common Shares at the AGM by presenting your voting information card.

### **Revocability of Proxies**

Registered shareholders may revoke their proxy or change voting instructions before Common Shares are voted at the AGM by submitting a written notice of revocation to our Investor Relations department ([investor@dlocal.com](mailto:investor@dlocal.com)), or a duly executed proxy bearing a later date (which must be received by us no later than the date set forth below) or by attending the AGM and voting in person. A beneficial owner owning Common Shares in street name may revoke or change voting instructions by contacting the bank, brokerage firm, or other nominee holding the Common Shares or by obtaining a legal proxy from such institution and voting in person at the AGM. **If you are not planning to attend our AGM in person to ensure your representation at our AGM, revocation of proxies submitted by registered shareholders and street shareholders (by returning a proxy card) must be received by us no later than 11:59 a.m., New York time, on December 9, 2025.**

### **PROPOSAL 1:**

#### **RATIFICATION AND APPROVAL OF FINANCIAL STATEMENTS AND THE AUDITOR’S REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024**

The Company seeks shareholder approval and ratification of the Company’s 2024 audited consolidated financial statements (the “**Audited Accounts**”), which have been prepared in accordance with International Financial Reporting Standards, in respect of the fiscal year ended December 31, 2024. A copy of the Company’s Audited Accounts is included in the Company’s 2024 annual report on Form 20-F which is available on the Company’s website at <https://investor.dlocal.com/>, at [www.edocumentview.com/dlo](http://www.edocumentview.com/dlo) and on the SEC’s website at <https://www.sec.gov>.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein. If not otherwise specified, and the proxy card is signed, Common Shares represented by the proxies will be voted in favor of this proposal.

#### **THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL AND RATIFICATION OF THE COMPANY’S FINANCIAL STATEMENTS AND THE AUDITOR’S REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024.**

### **ANNUAL REPORT AND COMPANY INFORMATION**

A copy of our Annual Report on Form 20-F for the fiscal year ended December 31, 2024, along with a copy of this proxy statement, can be accessed, free of charge, on the Investor Relations section of the Company’s website at <https://investor.dlocal.com/>, at [www.edocumentview.com/dlo](http://www.edocumentview.com/dlo) and on the SEC’s website at <https://www.sec.gov>.

### **PROPOSAL 2:**

#### **ELECTION OF MR. WILLIAM PRUETT AS INDEPENDENT DIRECTOR OF THE COMPANY**

Pursuant to Article 21.4 of the Company’s Second Amended and Restated Memorandum and Articles of Association (“**Articles**”), following his appointment as an interim director by the board of directors of the Company on July 2, 2025, the Company seeks shareholders’ approval for the election of Mr. William Pruett, to serve as an independent director of the Company in accordance with the Company’s Articles.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner

specified therein. If not otherwise specified, and the proxy card is signed, Common Shares represented by the proxies will be voted in favor of this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” ELECTION OF MR. WILLIAM PRUETT AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

#### **OTHER MATTERS**

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares they represent as the Board may recommend.

By order of the Board.

/s/ Pedro Arnt

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Name: Pedro Arnt

Title: Chairman

Dated: November 5, 2025