

BRASIL BROKERS PARTICIPAÇÕES S.A.
CORPORATE TAXPAYER'S ID (CNPJ/ME): 08.613.550/0001-98
Company Registry (NIRE): 33.3.0028096-1

MATERIAL FACT

BRASIL BROKERS PARTICIPAÇÕES S.A. ("Company" or "Brasil Brokers"), a publicly held company with common shares traded on the Novo Mercado segment of B3 under the ticker BBRK3, hereby informs its shareholders and the market in general that the Company's Board of Directors approved on this date a capital stock increase, within the limit of the authorized capital, pursuant to paragraph 2, of article 5 of the Company's Bylaws ("Capital Increase").

The Capital Increase was approved in the minimum amount of thirty-nine million reais (R\$39,000,000.00) and maximum of one hundred million reais (R\$100,000,000.00), through the issue, for private subscription, of common shares, all nominative, book-entry and with no par value, ("Shares") corresponding to at least 38,613,861 Shares ("Minimum Amount of Shares") and at most 99,009,901 Shares, at an issue price of one real and one cent (R\$1.01).

The issue price of the Shares was set with no unreasonable dilution for the Company's current shareholders, pursuant to article 170, paragraph 1, item III, of article 170 of Law 6,404/76, based on the average closing prices of the shares issued by the Company, calculated in the closing of the trading sessions of B3 S.A. – Brasil, Bolsa, Balcão ("B3") within 65 days, from October 22, 2021 to January 26, 2022, with a discount of 15%.

The Capital Increase aims to strengthen the Company's capital structure and improve its liquidity to meet the execution of its business plan and digital transformation strategy. The resources obtained will allow the Company to improve its cash position to continue its investments in technology, aiming its growth.

Holders of Brasil Brokers shares according to the shareholding position at the close of business on February 1, 2022 may exercise their preemptive right for the subscription of the new shares during the period from February 2, 2022

(inclusive) to March 3, 2022 (inclusive), at the ratio of up to 1.270312132850 share for each share they hold, and may transfer their preemptive right, in compliance with the procedures established by Itaú Corretora de Valores S.A., bookkeeping agent for the shares issued by the Company ("Bookkeeping Agent"), and by the Central Securities Depository of B3. The shares acquired as of February 2, 2022 (inclusive) will not be entitled to preference rights by the acquiring shareholder and will therefore be traded ex-subscription rights.

Given the feasibility of partial ratification of the Capital Increase, provided that the subscription of the Minimum Amount of Shares is confirmed, the subscribers shall be entitled, upon subscription, to condition their investment decision to: (i) to the subscription of all the shares that are the object of the Capital Increase; or (ii) to the subscription of a certain minimum amount of shares (provided that such amount is not less than the Minimum Amount of Shares), and shall indicate, in the latter case, whether they will receive: (a) the totality of the shares subscribed by him or (b) the quantity equivalent to the proportion between the number of shares effectively subscribed and the maximum number of shares object of the Capital Increase.

The new shares issued in the Capital Increase will be entitled, equally to the existing common shares, to all rights granted to the latter, including dividends and interest on equity that may be declared by the Company, pursuant to its Bylaws.

It is worth noting that the shareholder Cerberus informed the Company that it intends to participate in the capital increase, directly or indirectly, with a minimum investment of thirty-nine million reais (R\$39,000,000.00), which corresponds to the minimum amount of the capital increase, but may reach to fifty million reais (R\$50,000,000), through its participation in the apportionment of unsubscribed shares, which will be analyzed by Cerberus in due course, and will depend on the number of shares actually subscribed by the other shareholders (or assignees of the preemptive right). Subject to the amount of the subscription by the other holders of the preemptive right, Cerberus may become the holder of shares representing over fifty percent (50%) of the total shares issued by the Company. Should its shareholders structure change, the Company will disclose it as required by the regulation in force.

The Notice to Shareholders disclosed on the CVM's (www.cvm.gov.br) and the Company's (www.ri.brasilbrokers.com.br) websites on this date contains additional information about the procedures and deadlines related to the exercise of preemptive rights, subscription and payment of shares, apportionment of

unsubscribed shares and other conditions applicable to the Capital Increase, including the information required by article 30, item XXXII of CVM Instruction 480, of December 7, 2009.

The Company will keep its shareholders and the market informed about the Capital Increase.

Rio de Janeiro, January 27, 2022.

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