



BANCO BTG PACTUAL S.A.

Publicly-held Company
CNPJ 30.306.294/0001-45

MATERIAL FACT

BANCO BTG PACTUAL S.A. (the “Bank”), in accordance with Law 6,404/76 and the Brazilian Securities Commission (*Comissão de Valores Mobiliários* or the “CVM”) Instruction No. 358, dated January 3, 2002, as amended, and in furtherance of the information disclosed on January 13, 2021, hereby informs its shareholders and the market in general that, in connection with its restricted offering of 27,777,778 units (the “Units”), each consisting of one common share (the “Common Shares”) and two class A preferred shares (the “Preferred Shares”) to be issued by the Bank (the “Restricted Offering”), the board of directors of the Bank approved on this date a price per Unit of R\$92.52 and, consequently, a price per Common Share and Preferred Share of R\$30.84, resulting in a total offering amount of R\$2,570,000,020.56 and a capital increase in the same amount within the limits of the Bank’s authorized capital, subject to the approval of the Central Bank of Brazil (*Banco Central do Brasil*) (the “Central Bank”), as further discussed below.

The total number of Units offered reflects the Bank’s exercise of its option to sell at the offering price an additional 5,555,556 Units, representing an increase of 25% of the Units initially offered.

In accordance with CVM Instruction No. 476, dated January 16, 2009, as amended, the offering of Units, Common Shares and Preferred Shares in connection with the Restricted Offering was subject to a priority offering (the “Priority Offering”) pursuant to which the Bank’s existing shareholders as of January 12, 2021 had the right to reserve for purchase an aggregate of up to 100% of the Common Shares and Preferred Shares underlying the Units offered and issued by the Bank, based on each shareholder’s proportional interest in the capital stock of the Bank as of January 19, 2021.

The capital increase in connection with the Restricted Offering is subject to the prior approval of the Central Bank, and such approval will not be obtained until after the settlement date of the Restricted Offering. Such approval is at the discretion of the Central Bank and, therefore, it is not possible to estimate when and if the capital increase will be approved. Accordingly, investors who participate in the Restricted Offering will initially receive units consisting of three subscription receipts (one subscription receipt representing the right to receive one Common Share and two subscription receipts each representing the right to receive one Preferred Share). In addition, the Bank’s existing shareholders who have elected to participate in the Priority Offering will receive subscription receipts representing the right to receive either one Common Share or one Preferred Share, as the case may be, which will be convertible into units at the closing of the Restricted Offering at the election of each participating shareholder.

Upon approval of the Bank’s capital increase from the Central Bank, the subscription receipts will be automatically converted into, and replaced with, Common Shares or Preferred Shares, as applicable, within ten (10) days of the Central Bank’s approval, including those subscription receipts underlying the Units.

There will be no stabilization in respect of the Units, Common Shares or Preferred Shares. Accordingly, following the Restricted Offering, the trading price of these securities and the subscription receipts may fluctuate significantly.

The Restricted Offering of Units, Common Shares, Preferred Shares and subscription receipts described herein has not been, and will not be, registered under the Securities Act or any other U.S. federal or state securities laws, and such securities may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. persons, unless such offer or sale is exempt from, or not subject to, registration under the Securities Act and any applicable securities laws of the states of the United States.

The Priority Offering occurring in Brazil concurrently with the Restricted Offering has not been and will not be registered under the Securities Act or under any U.S. state securities laws. Accordingly, the Priority Offering is only available in reliance on exemptions from registration provided under the Securities Act. The Units, Common Shares, Preferred Shares and subscription receipts under the Priority Offering may only be offered and sold in Brazil to existing shareholders in compliance with Regulation S promulgated under the Securities Act.

This material fact notice is disclosed for informative purpose only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Bank's securities, including the Units, Common Shares, Preferred Shares or subscription receipts, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

São Paulo, January 21, 2021

Banco BTG Pactual S.A.

JOSÉ MIGUEL VILELA JUNIOR
Investor Relations Officer