



IRB-BRASIL RESSEGUROS S.A.

Publicly Held Company

Corporate Taxpayer's ID (CNPJ/ME) No. 33.376.989/0001-91

Company Registry (NIRE) 333.0030917-9

MATERIAL FACT

Rio de Janeiro, September 1st, 2022 - IRB-BRASIL RESSEGUROS S.A. [B3: IRBR3] (the "Company"), in compliance with the provisions of article 157, paragraph 4, of Law No. 6,404, dated December 15, 1976, as amended, and the provisions of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) (the "CVM") Resolution No. 44, dated August 23, 2021, and in addition to the information disclosed in the material facts dated August 15 and 24, 2022, hereby informs its shareholders and the market in general that the members of the Board of Directors of the Company, at a meeting held as the date hereof, approved the pricing of the primary follow-on offering of the Company's common shares with restricted placement efforts in Brazil, in accordance with CVM Instruction No. 476, dated January 16, 2009, as amended (the "Restricted Offering"). The Restricted Offering was directed to no more than 75 professional investors headquartered or resident in Brazil (and subscribed by no more than 50 professional investors), and placement efforts to qualified institutional buyers (pursuant to Rule 144A of the U.S. Securities Act of 1933, as amended (the "Securities Act") and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S of the Securities Act).

The Company's Board of Directors set the price per share at R\$1.00 (the "Price per Share") following the conclusion of the bookbuilding process and approved an increase of the Company's capital stock of R\$1,200,000,000.00, divided into 1,200,000,000 newly issued common shares, totaling a capital stock of R\$5,453,080,000.00, divided into 2,467,890,331 common shares and one preferred share (Golden Share).

In accordance with CVM regulations, the total number of 597,014,925 shares initially offered by the Company was increased by 101.00%, or 602,985,075 common shares, comprised of 1,200,000,000 newly issued common shares, at the Price per Share (the "Additional Shares"), resulting in the total number of 2,467,890,331 shares.



In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Restricted Offering, a priority right was given to existing shareholders of the Company to subscribe for up to all of the Shares (including the Additional Shares) placed through the Restricted Offering pro rata to their shareholdings in the Company's capital ("Priority Offering"). Therefore, all of the Shares (including the Additional Shares) offered in the Restricted Offering were offered to existing shareholders first pursuant to the Priority Offering.

The Priority Offering, which occurred in Brazil concurrently with the Restricted Offering, has not been and will not be registered under the Securities Act or any other U.S. federal or state securities laws. Accordingly, the Priority Offering was only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.

The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) is expected to occur on September 5th, 2022, and the settlement of the Restricted Offering is expected to occur on September 6th, 2022.

The Restricted Offering has not been and will not be registered under the Securities Act, or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless pursuant to a registration statement or in transactions exempt from, or not subject to, the registration requirements of the Securities Act.

This material fact is for informational purposes only, and should not, under any circumstances, be interpreted as, nor constitute, an investment recommendation, or an offer to sell, advertise, solicit, or offer to buy or an announcement of a public offering of any securities issued by the Company, in Brazil, the United States of America or any other jurisdiction.

Any information contained herein shall not be taken, transmitted, disclosed, distributed, or disseminated in the United States of America. The distribution of announcements and the offering and sale of securities in certain jurisdictions may be prohibited by law. No securities issued by the Company will be offered or sold in the United States of America absent registration or an applicable exemption from registration under the Securities Act.

Rio de Janeiro, September 1st, 2022



Willy Otto Jordan Neto

Chief Financial and Investor Relations Officer