



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, August 24th, 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, hereby informs its shareholders and the market in general that the members of the Board of Directors of the Company, at a meeting held August 22, 2022, approved a 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"), 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). Within the scope of the Restricted Offering, up to 597,014,925 common, nominative, book-entry shares, with no par value, free and clear of any liens or encumbrances shares of the Company (the "Shares") will be issued and sold by the Company. The total number of Shares initially offered may be increased by up to 200% of the total number of Shares initially offered in the Restricted Offering, that is, in up to 1,194,029,850 new Shares issued by the Company, under the same conditions and at the same price as the Shares initially offered (the "Additional Shares").

The pricing of the Restricted Offering is expected to occur on September 1st, 2022. The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) is expected to occur on the second business day after the disclosure of the price per Share, and the settlement of the Restricted Offering is expected to occur on the third business day after the disclosure of the price per Share.

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.



In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Restricted Offering, a priority right will be given to existing shareholders of the Company to subscribe for up to all of the Shares (including the Additional Shares, if applicable) to be 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, if applicable) to be offered in the Restricted Offering will be offered to existing shareholders first pursuant to the Priority Offering and existing shareholders may exercise their rights from (and including) August 23, 2022 up to (and including) August 30, 2022.

The Priority Offering, which will be made 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 is only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under 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.

The Company will maintain its shareholders and the market informed of any relevant updates regarding the Restricted Offering through the communication channels the Company regularly uses for the disclosure of relevant information.

Rio de Janeiro, August 24, 2022

Willy Otto Jordan Neto

Chief Financial and Investor Relations Officer