

B3 S.A. – Brasil, Bolsa, Balcão

CNPJ nº 09.346.601/0001-25

NIRE 35.300.351.452

MATERIAL FACT

Approval of fifth issue of debentures, non-convertible into shares, in two series

B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) informs its shareholders that the Company’s Board of Director approved, today, the fifth issue of two series of non-convertible debentures (Debentures) to be distributed in a public offer with restricted efforts, in accordance with CVM Instruction 476/09.

The summary of terms and conditions of the debentures are as follows:

Total amount of R\$3.0 billion, distributed in two series, as follows:

1st. Series – 3-year DI Debentures

- Amount of at least R\$1.5 billion;
- 3-year term with full amortization of principal at maturity; and
- Semiannual interest payment of 100% DI rate (Interbank deposit rate) plus a spread to be defined in the bookbuilding procedure and limited to 1.25% per year.

2nd. Series – 5-year DI Debentures

- Amount of at least R\$750 million;
- 5-year term with amortization of principal in two equal installments, at the end of the 4th. and 5th. years; and
- Semiannual interest payment of 100% DI rate (Interbank deposit rate) plus a spread to be defined in the bookbuilding procedure and limited to 1.45% per year.

The additional amount of R\$750 million will be allocated among series depending on demand.

This debt transaction is part the Company’s day to day business and is in line with the 2021 guidances provided for financial leverage and payout, as disclosed on Material Fact published on December 10, 2020, which are: (i) target leverage level of up to 1.5x total debt / recurring LTM EBITDA; and (ii) target payout of 120% and 150% of IFRS net income, through interest on own capital, dividends, share buybacks and / or other instruments.

The remaining terms and conditions of the Debentures are set forth in the minutes of the Board of Directors Meeting held today and in the Indenture of the Debentures’ Issuance.

São Paulo, May 06, 2021

Daniel Sonder
Chief Financial Officer