



**B3 S.A. – Brasil, Bolsa, Balcão**

CNPJ nº 09.346.601/0001-25

NIRE 35.300.351.452

## **MATERIAL FACT**

### **Share Buyback Program and Equity Swap**

**B3 S.A. – Brasil, Bolsa, Balcão (“Company” or “B3”)**, in compliance with the provisions set forth in article 157, paragraph 4<sup>th</sup>, of Law 6.404/76, and in the Brazilian Securities and Exchange Commission (“CVM”) Resolution 44/2021, hereby announces that the Board of Directors of the Company, at the meeting held today, (i) approved the purchase of Company’s shares under the terms described below (“Share Buyback Program”), in compliance with the CVM Resolution 77/2022; and (ii) authorized the Company to enter into, under the terms of its Insider Trading Policy, new derivatives contracts related to its own shares (equity swap).

(i) Share Buyback Program:

- The Company’s goal with the Share Buyback Program is to manage its capital structure, combining share buybacks, dividends, and IoC distributions to return capital to its shareholders;
- Maximum number of shares to be purchased: up to 230,000,000 common shares;
- Number of free-floating shares in the market, pursuant to the definition of article 1, single paragraph, item I of CVM Resolution 77/2022: 5,602,178,132 shares;
- Number of treasury shares: 34,203,288 shares, already considering the cancellation of shares approved on this date.
- The Company does not expect impacts of such transaction on its shareholder ownership or administrative structures;
- The shares purchased through the Share Buyback Program shall be cancelled or used for grants under the Stock Grant Plan or any other similar plan approved by the Shareholders Meeting;
- Deadline for purchase of Company’s shares pursuant to the Share Buyback Program: 365 days, starting on March 1, 2024, and ending on February 28, 2025, with the buyback dates to be decided by the Financial, Administrative and Investor Relations Officer;
- Financial institutions allowed to act as intermediaries:
  - BTG Pactual CTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.477 – 14<sup>th</sup> floor, São Paulo – SP;
  - Genial Institucional CTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.400 – conj. 92, São Paulo – SP
  - Goldman Sachs do Brasil CTVM S.A., located at Rua Leopoldo Couto de Magalhães Júnior, 700 – 16<sup>th</sup> floor, São Paulo – SP;
  - Ideal Corretora de Títulos e Valores Mobiliários S.A., located at Avenida Brigadeiro Faria Lima 4221, 6<sup>th</sup> floor, conj. 62, São Paulo - SP

- Itaú CV S.A., located at Avenida Brigadeiro Faria Lima, 3.500 – 7<sup>th</sup> floor, São Paulo – SP;
  - JP Morgan CCVM S.A., located at Avenida Brigadeiro Faria Lima, 3.729 – 13<sup>th</sup> floor, São Paulo – SP;
  - Merrill Lynch S.A. CTVM, located at Avenida Brigadeiro Faria Lima, 3.400 – Conjunto 161, São Paulo – SP;
  - Morgan Stanley CTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.600 – 6<sup>th</sup> floor, São Paulo – SP;
  - UBS Brasil CCTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.729 – 7<sup>th</sup> floor, São Paulo - SP; and
  - XP Investimentos CCTVM S.A., located at Avenida Afrânio de Melo Franco, 290, Room 708, Rio de Janeiro – RJ.
- According to the Company's latest financial statements, for the quarter ended on September 30, 2023, the Company's capital reserves amounted to R\$4.4 billion and income reserves to R\$3.7 billion.
  - The members of the Board of Directors understand that the Company's current financial position is consistent with the execution of the Share Buyback Program pursuant to the approved conditions and do not foresee any impact on the Company's capacity to meet obligations assumed with creditors and to pay the mandatory minimum dividends. Such conclusion results from the comparison between the potential amount to be disbursed on the Share Buyback Program and: (i) the obligations assumed with creditors; (ii) the amount of unrestricted cash, cash equivalents and financial investments of the Company; and (iii) the expectations regarding the Company's cash generation throughout the 2024 fiscal year.

(ii) Derivatives Agreement:

The Company clarifies that, although such transactions will be cash-settled, one or more of the counterparties involved may trade B3 shares and, perhaps, impact the market price of those shares.

The purpose of the operation is to hedge the possible effects of stock price fluctuations that may result from its share-based compensation plans.

The details of the approved derivative transaction can be found in the [minutes of the ordinary meeting](#) of the Board mentioned above.

São Paulo, December 07, 2023

**André Veiga Milanez**  
Chief Financial, Corporate and Investor Relations Officer