

**B3 S.A. – Brasil, Bolsa, Balcão**

CNPJ nº 09.346.601/0001-25

NIRE 35.300.351.452

**MATERIAL FACT**

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 of the Brazilian Securities and Exchange Commission (“CVM”) Instruction 358/2002, hereby announces that the Board of Directors of the Company, at the meeting held today, approved (i) the cancellation of treasury shares, in compliance with CVM’s Instruction 567/15 (“Cancellation”); (ii) the purchase of Company’s shares under the terms described below (“Share Buyback Program”), also in compliance with Instruction 567/15; and (iii) the submission of the proposal for the stock split of its shares (“Stock Split”) for consideration by the Extraordinary Shareholder’s Meeting, which will be convened in due course within the legal terms to be held concurrently with the Annual Shareholder’s Meeting on April 29, 2021 (“AGM”).

(i) Cancellation:

- The cancellation of treasury shares considered the current stock position held in treasury, the buyback program, and also the objective to ensure fulfillment of the current stock granting program.
- Thereby, 17,138,490 shares currently held in treasury, acquired under B3’s purchase programs previously approved by the Board of Directors, will be canceled.
- After the cancellation of shares, the Company’s capital stock will be divided into 2,042,000,000 common shares, all nominative and without par value.

(ii) 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 27,600,000 common shares;
- Number of free-floating shares in the market, pursuant to the definition of article 8, § 3rd, of CVM Instruction No. 567/15: 2.039.811.398 shares (based on the cancellation of shares mentioned above, and approved on this date);
- Number of treasury shares on this date: 8.178.179 shares (considering the retirement of shares mentioned above);
- 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: 360 days, starting on March 5, 2021, and ending on February 28, 2022, with the repurchase dates to be decided by the management;
  - Financial institutions allowed to act as intermediaries:
    - Bradesco S.A. CTVM, located at Avenida Paulista, 1.450 – 7th floor, São Paulo – SP;
    - BTG Pactual CTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.477 – 14th floor, São Paulo – SP;
    - Goldman Sachs do Brasil CTVM S.A., located at Rua Leopoldo Couto de Magalhães Júnior, 700 – 16th floor, São Paulo – SP;
    - Itaú CTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.500 – 7th floor, São Paulo – SP;
    - JP Morgan CCVM S.A., located at Avenida Brigadeiro Faria Lima, 3.729 – 13th 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 – 6th floor, São Paulo – SP;
    - UBS Brasil CCTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.729 – 7th 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 year ended on December 31, 2020, the Company's capital reserves amounted to R\$ 9.1 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 2021 fiscal year.
- (iii) Stock Split:

- The objective of the Stock Split of the Company's common shares is to adjust the share price to make shares more accessible to investors.
- In case that the proposed split is approved by the Company's Extraordinary Shareholder's Meeting, the totality of the existing 2,042,000,000 common shares, all nominative and without par value, issued by the Company, will be split in the proportion of 1 (one) to 3 (three) shares of the same type ("Split Ratio"), without changing the value of the Company's capital stock. Accordingly, the Company's Capital stock will remain R\$ 12,548,655,563.88, to be divided into 6,126,000,000 common shares, all nominative and without par value, in line with the Split Ratio.
- The Company will keep its shareholders and the market informed about the Stock Split proposal, and accordingly, in case of approval of the proposal will disclose the date on which shares will be traded ex-split.

São Paulo, March 04, 2021

**Daniel Sonder**  
Chief Financial Officer