

B3 S.A. – Brasil, Bolsa, Balcão

CNPJ nº 09.346.601/0001-25

NIRE 35.300.351.452

MATERIAL FACT
Neurotech Acquisition

B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) informs that, in line with its strategy of diversifying and expanding the data and analytics solutions business, it entered into an agreement, on this date, that will result in the acquisition, by the Company, of the entire share capital of Neurotech Tecnologia da Informação S.A. (“Neurotech”), a technology company that specializes in the creation of systems and solutions based on artificial intelligence, machine learning and big data.

B3 will disburse, on the closing date of the transaction, the estimated value of the acquisition, of R\$569 million, and the amount contributing to the share capital in Neurotech, of approximately R\$50 million, to settle obligations related to the end of Neurotech stock options and underwriting program. The Company also committed to the future payment of approximately R\$523 million in earn-outs (estimated present value in the base scenario of execution of the business plan from 2022 to 2026), depending on the achievement of certain performance targets. The final price of the acquisition will be subject to adjustments common to transactions of this nature. The resources for the disbursements will come from B3's free cash position and there is no change in the indebtedness and payout projections released on August 11, 2022.

B3's Strategy

The acquisition of Neurotech is an important driver of B3's strategy in the data and analytics business, complementing the portfolio of data solutions in the credit, risk, and insurance segments. The integrated operations with B3 and Neoway leverages the growth potential of the data and analytics business with opportunities of up-sell, cross-sell and expansion of the mix of products, potentializing the development of combined solutions and with more aggregated value, in addition to a significant increase in the capillarity of clients.

About Neurotech

Founded in 2002 by MSc and PhDs in computer science, mathematics, and artificial intelligence, Neurotech is a company specialized in analytical solutions to support decision-making processes that require the analysis of large amounts of unstructured information in credit management, risk reduction, fraud prevention and sales and marketing. Neurotech works with more than 150 clients mainly in the credit, retail, insurance, financial and fintech segments. Neurotech currently has more than 320 employees and expects to generate net revenue of R\$120 to 150 million for 2023.

Other information

The transaction, approved by the Board of Directors of B3, consisted of the execution of a Share Purchase Agreement with the purpose of acquiring 100% of the quotas and shares issued by Neuroanalítica Participações Ltda. and Neuropar Participações S.A., which jointly hold the entire share capital of Neurotech.

Pursuant to Article 256 of the Brazilian Corporation Law (Law 6,404/76), B3 will submit the acquisition to the approval of an Extraordinary General Meeting (EGM), that should take place in December. The call notice of the referred EGM and additional information to the shareholders will be released in due time in the terms of current regulation. Also Pursuant to Art. 256 and Art. 137 of the Law 6,404/76, B3 informs that the transaction does not trigger the right to refusal for eventual dissident shareholders, due to the liquidity and dispersion in the market of the shares issued by the Company.

The closing of the transaction is subject to the implementation of certain conditions precedent usual in this type of transaction, including its approval by the Brazilian Securities and Exchange Commission (CVM) and the Administrative Council for Economic Defense (CADE).

The Company invites you to a conference call on the acquisition, to be held tomorrow, November 10 at 10:00 am (BRT) / 08:00 am (NYT). Further details are available on our Investor Relations website.

São Paulo, November 9, 2022

André Veiga Milanez

Chief Financial, Corporate and Investor Relations Officer