

**B3 S.A. – Brasil, Bolsa, Balcão**

CNPJ nº 09.346.601/0001-25

NIRE 35.300.351.452

**MATERIAL FACT****Approval of the ninth debenture issuance and guidance revision for 2024**

**B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”)**, informs its shareholders and the market that the Company’s Board of Directors has approved, on today’s date, (i) the ninth issuance of simple debentures (“Ninth Issue Debentures”) not convertible into Company shares, unsecured, in a single series, for public distribution offering, in accordance with CVM Resolution No. 160/22 and (ii) the revision of financial leverage guidance for 2024 as a consequence of this issuance.

**Ninth Debenture Issuance - Single series – 6-year Debentures**

- Total amount of BRL 1.70 billion, on the issuance date;
- 6-year term with amortization in two equal installments in Oct/29 and Oct/30;
- Semiannual interest payment of DI Rate (Interbank Deposit Rate) plus a spread to be defined in the bookbuilding procedure but limited to 0.53% per year.

Given the positive outlook for issuances in the local fixed income market, B3 has decided to strengthen its cash position, with the proceeds from the Ninth Issue Debentures being used for the Company’s ordinary business management.

The terms and conditions of the Ninth Issue Debenture will be available in its Issuance’s Indenture.

**Guidance Revision**

As a result of the ninth debenture issuance approval, B3 revises its financial leverage guidance for 2024:

	Previous Guidance	Revised Guidance
Financial Leverage (Gross Debt / Recurring LTM EBITDA)	2.0x	2.3x

The other projections remain unchanged, as per the [Material Fact of December 7, 2023](#).

São Paulo, October 21, 2024

**André Veiga Milanez**

Chief Financial, Corporate and Investor Relations Officer