

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 4th, 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 380,000,000 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: 5,299,292,630 shares;
- Number of treasury shares: 115,593,121 shares
- 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, or be held in treasury to cover exposures to the price of the Company’s own shares;
- The deadline for the purchase of Company’s shares pursuant to the Share Buyback Program is February 28th 2026. The Program will start on the business day following the end of the buyback program approved by the Board of Directors on December 7, 2023, as amended on August 8, 2024, and currently in force, due to reaching the maximum number of shares that could be repurchased, a fact that will be communicated to the market when it happens. The Financial, Administrative and Investor Relations Officer is responsible to define the dates when the buyback will be effectively executed;
- Financial institutions allowed to act as intermediaries:
 - Ágora CTVM S.A., located at Avenida Pres. Juscelino Kubitschek, 1309, – 11^o andar, 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;

- Ideal Corretora de Títulos e Valores Mobiliários S.A., located at Avenida Brigadeiro Faria Lima 4221, 6th floor, conj. 62, São Paulo - SP
 - Itaú CV 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 quarter ended on September 30, 2024, the Company's capital reserves amounted to R\$670.1 million and income reserves to R\$3.9 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 2025 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 [meeting of the Board](#) mentioned above.

São Paulo, December 13, 2024

André Veiga Milanez
Chief Financial, Corporate and Investor Relations Officer