

# Material Fact - IPO IRB Brasil-RE

Pursuant to § 4 of Article 157 of Law 6,404, dated December 15th, 1976 and according to CVM (Brazilian Securities and Exchange Commission) 358 Regulation, dated January 3rd, 2002, BB Seguridade Participações S.A. ("BB Seguridade") hereby informs that the shareholders of IRB Brasil Resseguros S.A. ("IRB"), an indirect affiliate of BB Seguridade through its wholly-owned subsidiary BB Seguros Participações S.A. ("BB Seguros"), decided in an Extraordinary General Shareholders Meeting held today:

- (i) to convert IRB into a public traded joint-stock company and to proceed to the application with CVM in order to be a registered public traded company, issuer category "A", according to CVM Rule 480, from December 7th, 2009, as amended ("CVM 480");
- (ii) to request CVM's authorization to conduct public offerings of securities, according to CVM Rule 400, dated December 29th, 2003;
- (iii) to adapt IRB's bylaw to the legal provisions for public traded companies and to the regulation of the special listing segment of BM&FBOVESPA named Novo Mercado; and
- (iv) to change the global compensation amount of the management members, as approved by the Ordinary Shareholders Meeting held on March 27th, 2015.

This notice should not be considered an offering announcement, which will depend on favorable conditions in the domestic market and abroad.

Further material information will be promptly announced to the market.

Brasilia (DF), August 21st, 2015.

**BB Seguridade Participações S.A.**

**Werner Romera Süffert**  
CFO