

B3 S.A. – Brasil, Bolsa, Balcão
CNPJ nº 09.346.601/0001-25
NIRE 35.300.351.452

MATERIAL FACT

Approval of second issue of unsecured debentures non-convertible into B3 stock

B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”), informs its shareholders that the Company’s Board of Directors today approved execution of the second issue of unsecured debentures non-convertible into Company stock, and in a single series (“Debentures”), for distribution in a public offering with restricted-effort placement in accordance with CVM Instruction 476/09, pursuant to the terms and conditions set forth in the respective minutes.

This debenture issuance is part of the general operations of the Company and is in line with the review of guidance related to financial leverage and distributions to shareholders for 2019, announced on the [Material Fact released on February 21, 2019](#), which are: (i) target leverage level of 1,5x Total Debt / recurring EBITDA for the previous 12 months (previously, 1x Gross Debt / recurring EBITDA); and (ii) targets of distribution of between 120% and 150% (previously between 70% and 80%) of its IFRS net income to its shareholders, in the form of interest on own capital, dividends and / or share buyback.

The summary of terms and conditions of the issuance are below:

- Total amount of BRL1.2 billion, on the date of issue;
- Thirty (30) years maturity, with 1st renegotiation scheduled for May 3, 2022; and
- Semiannual (May and November) interest payment based on a floating rate to be defined during book building but limited to 103.00% of DI (interbank deposit), subject to alteration in the terms of the Offering.

The terms and conditions of the Debentures issue are set forth in the minutes of the Board of Directors Meeting held today and in the Indenture of the Issuance of the Debentures.

São Paulo, April 22, 2019

Daniel Sonder
Chief Financial Officer