

## **B3 S.A. – Brasil, Bolsa, Balcão**

CNPJ nº 09.346.601/0001-25

NIRE 35.300.351.452

### **MATERIAL FACT**

B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”), in compliance with the provisions set forth in article 157, paragraph 4th, of Law 6.404/76, and of the Brazilian Securities and Exchange Commission (“CVM”) Instruction 358/2002, hereby announces that the Board of Directors of the Company, at the meeting held today, has approved the purchase of Company’s shares under the following terms (“Share Buyback Program”), in accordance with the provisions of CVM Instruction No. 567/15:

- Company's purpose with the Share Buyback Program: to create value to the shareholders through the management of a capital structure that combines share buyback and dividends distribution;
- Maximum number of shares to be purchased: up to 38,500,000 common shares;
- Number of free-floating shares in the market, pursuant to the definition of article 8, § 3<sup>rd</sup>, of CVM Instruction No. 567/15: 2,058,190,897 shares (based on the shareholding position of June 19, 2019);
- Number of treasury shares: 11,569,893 shares (based on the shareholding position of June 19, 2019);
- The Company does not expect impacts of such transaction on its shareholder ownership or administrative structure;
- The shares purchased through the Share Buyback Program shall be cancelled or used for the exercise of the Stock Grant Plan or any other similar plan approved by the shareholders meeting;
- Deadline for the purchase of Company’s shares pursuant to the Share Buyback Program: 246 days, starting from June 28, 2019 and ending on February 29, 2020, with the repurchase dates to be decided by the Management;
- Financial Institutions that will act as intermediary:
  - (a) Bradesco S.A. CTVM, located at Avenida Paulista, 1,450, 7th floor, São Paulo/SP;
  - (b) BTG Pactual CTVM S.A., located at Avenida Brigadeiro Faria Lima, 3,477, 14th floor, São Paulo/SP;
  - (c) Credit Suisse Brasil S.A. CTVM, located at Rua Leopoldo Couto de Magalhaes Junior, 700, 10th floor, São Paulo/SP;
  - (d) Goldman Sachs do Brasil CTVM S.A., located at Rua Leopoldo Couto Magalhães Junior, 700, 16th and 18th floors, São Paulo/SP;

- (e) Itaú CV S.A., located at Avenida Brigadeiro Faria Lima, 3,500, 7th floor, São Paulo/SP;
  - (f) JP Morgan CCVM S.A., located at Avenida Brigadeiro Faria Lima, 3,729, 13th floor, São Paulo/SP;
  - (g) Merrill Lynch S.A. CTVM, located at Avenida Brigadeiro Faria Lima, 3,400, Conjunto 161, São Paulo/SP;
  - (h) Morgan Stanley CTVM S.A., located at Avenida Brigadeiro Faria Lima, 3,600, 6th floor, São Paulo/SP;
  - (i) UBS Brasil CCTVM S.A., located at Avenida Brigadeiro Faria Lima, 3.729, 7th floor, São Paulo/SP; and
  - (j) 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 March 31, 2019, the Company has capital and income reserves, excluding legal reserves, amounting R\$ 21.6 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 level of obligations assumed with creditors; (ii) the unrestricted amount available as cash, cash equivalents and financial investments of the Company; and (iii) the expectations regarding Company's cash generation throughout 2019's fiscal year.

São Paulo, June 27, 2019

**Daniel Sonder**  
Chief Financial Officer