



B3 S.A. – Brasil, Bolsa, Balcão
Brazilian Federal Taxpayer CNPJ No 09.346.601/0001-25
Corporate Registry (NIRE) 35.300.351.452

NOTICE TO THE MARKET

INCREASE OF SHAREHOLDER POSITION

B3 S.A. – Brasil, Bolsa, Balcão (“Company”) announces that, in accordance with the Article 12 of the CVM Instruction 358/02 from the Securities and Exchange Commission of Brazil (Comissão de Valores Mobiliários - CVM), and the Company’s Bylaws, received today a notice from its shareholder Invesco Ltd., informing that Massachusetts Mutual Life Insurance Company, an indirect corporate parent of OppenheimerFunds, Inc. (“Oppenheimer”) and its subsidiaries, carried out an operation that resulted in the sale of Oppenheimer to Invesco Ltd. (“Invesco”) which was completed on 24 May, 2019 (“Closing”). Following the Closing, affiliates of Invesco, including Invesco Advisers, Inc. and Invesco Capital Management LLC (“IVZ”) exercise investment discretion and voting right previously exercised by OFI Developing Markets Funds and its aggregate participation reached 112,886,611 common shares, representing 5.48% from the Company’s total capital. The full correspondence is attached to this notice.

São Paulo, May 30, 2019.

Daniel Sonder
Chief Financial Officer

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Attn.: Daniel Sonder
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May 29, 2019

29 de maio de 2019

**B3 S.A. – Brasil, Bolsa, Balcão – Disclosure
of Material Equity Holding**

**B3 S.A. – Brasil, Bolsa, Balcão – Divulgação
de Participação Acionária Relevante**

Dear Sirs,

Prezados Senhores,

1 Massachusetts Mutual Life Insurance Company, an indirect corporate parent of OppenheimerFunds, Inc. ("Oppenheimer") and its subsidiaries, sold Oppenheimer to Invesco Ltd. ("Invesco") in a transaction that closed on May 24, 2019 ("Closing"). Following the Closing, affiliates of Invesco, including Invesco Advisers, Inc. and Invesco Capital Management LLC ("IVZ") exercise investment discretion and voting rights previously exercised by OFI Developing Markets Fund with respect to B3 S.A. – Brasil, Bolsa, Balcão ("B3"). As a result, Invesco is including those interests in this filing.

1 Massachusetts Mutual Life Insurance Company, controladora indireta da OppenheimerFunds, Inc. ("Oppenheimer") e de suas subsidiárias, vendeu a Oppenheimer para Invesco Ltd. ("Invesco"), por meio de operação concluída em 24 de maio de 2019 ("Fechamento"). Após o Fechamento, afiliadas da Invesco, incluindo a Invesco Advisers, Inc. e a Invesco Capital Management LLC ("IVZ"), passaram a exercer decisão de investimento e o direito de voto previamente exercidos pela OFI Developing Markets Fund em relação à B3 S.A. – Brasil, Bolsa, Balcão ("B3"). Como resultado, Invesco apresenta abaixo sua participação agregada no Atacadão.

2 Therefore, the undersigned Invesco, on behalf of some of its clients and subsidiaries, including IVZ, hereby informs that, on 24 May, 2019, its aggregated holdings added up to 112,882,611 common shares, representing approximately 5.48% of the total of common shares issued by B3.

2 Neste sentido, a abaixo assinada Invesco, vem, em nome de alguns de seus clientes e de suas subsidiárias, incluindo a IVZ, informar que, após a Transação, em 24 de maio de 2019, sua participação alcançou, de forma agregada, 112.882.611 ações ordinárias, representando aproximadamente 5,48% do total das ações ordinárias emitidas pela B3.

3 For the purposes of Article 12, paragraph 4, of the Brazilian Securities Commission ("CVM") Ruling No. 358, of January 3, 2002, as amended, IVZ hereby requests B3's Investors Relations Officer to disclose the following information to CVM and to the relevant authorities:

- (i) IVZ's registered office is headquartered at Two Peachtree Pointe, 1555 Peachtree Street, N.E., Suite 1800, Atlanta, Georgia 30309, United States of America;
- (ii) IVZ's aggregated holdings added up to 112,882,611 common shares, representing approximately 5.48% of the total of common shares issued by B3, as specified on item 1 above;
- (iii) the purpose of the above mentioned equity holding is strictly of investment, and there is no intention to change the control composition or the administrative structure of B3; and
- (iv) no agreement or contract regulating the exercise of voting right or the purchase and sale of securities issued by B3 were executed by IVZ.

3 A fim de atender ao disposto no Artigo 12, parágrafo 4º, da Instrução nº 358, da Comissão de Valores Mobiliários ("CVM"), datada de 3 de janeiro de 2002, conforme alterada, IVZ, por meio desta, solicita ao Diretor de Relações com Investidores da B3 a divulgação das seguintes informações à CVM e aos demais órgãos competentes:

- (i) IVZ tem sede registrada em Two Peachtree Pointe, 1555 Peachtree Street, N.E., Suíte 1800, Atlanta, Georgia 30309, Estados Unidos da América;
- (ii) a participação societária detida pela IVZ alcançou, de forma agregada, 112.882.611 ações ordinárias, representando aproximadamente 5,48% do total das ações ordinárias emitidas pela B3, conforme especificado no item 1 acima;
- (iii) o objetivo das participações societárias acima mencionadas é estritamente de investimento, não objetivando alteração do controle acionário ou da estrutura administrativa da B3; e
- (iv) não foram celebrados, pela IVZ quaisquer contratos ou acordos que regulem o exercício de direito de voto ou a compra e venda de valores mobiliários emitidos pela B3.

Please do not hesitate to contact us with any further question or comment on the above.

Permanecemos à disposição para quaisquer esclarecimentos ou comentários adicionais que julguem necessários quanto ao assunto.

Yours faithfully/Atenciosamente,


Invesco Ltd.

Jeffrey H Kupor

Head of Legal Americas