

**BRASIL BROKERS PARTICIPAÇÕES S.A.**  
Corporate Taxpayer's ID (CNPJ/MF): 08.613.550/0001-98  
Company Registry (NIRE): 33.3.0028096-1

Publicly-Held Company

## **MATERIAL FACT**

**BRASIL BROKERS PARTICIPAÇÕES S.A.** (“**Company**”, B3: BBRK3), pursuant to CVM Instruction 358 of January 3, 2002, as amended, and Paragraph 4 of Article 157 of Law 6,404 of December 15, 1976, as amended (“**Brazilian Corporate Law**”), and further to the material fact dated March 26, 2019, hereby informs the market in general that the Company’s shareholders, at the Annual and Extraordinary Shareholders’ Meeting (“**AESM**”) held on this date, approved the first issue of unsecured debentures, convertible into common shares of the Company, in a single series, for public distribution with restricted placement efforts, pursuant to CVM Instruction 476 of January 16, 2009, as amended (“**CVM Instruction 476**” and “**Restricted Offering**”).

The Company points out that, as approved at the AESM, the Board of Directors is authorized to resolve on and approve the effective placement of the offer, its terms, conditions and schedule, as well as the conclusion and execution, by the Company, of the “Private Indenture of the First Issue of Convertible Unsecured Debentures, in a Single Series, for Public Distribution with Restricted Placement Efforts of Brasil Brokers Participações S.A.”, including the purposes set forth in Article 9-A, Paragraph 1, of CVM Instruction 476. The minutes of this AESM are available on the websites of the Company, CVM and B3 S.A. – Brasil, Bolsa, Balcão, and may be accessed for further information.

The Company will keep its shareholders and the market in general informed on the proceedings of the Restricted Offering, pursuant to the applicable regulations.

Additional information may be obtained in the Company’s Investor Relations Department, at Avenida das Américas, nº 3.433, bloco 3, salas 106 e 107, Barra da Tijuca, CEP nº 22640-102, in the city and state of Rio de Janeiro, or on the Company’s website (<http://ri.brasilbrokers.com.br>).

Rio de Janeiro, April 26, 2019.

**Claudio Kawa Hermolin**  
Chief Executive Officer and Investor Relations Officer