

BRASIL BROKERS PARTICIPAÇÕES S.A.
CNPJ/MF 08.613.550/0001-98NIRE 33.3.0028096-1

Publicly-Held Company

MATERIAL FACT

BRASIL BROKERS PARTICIPAÇÕES S.A. ("Company", B3: BBRK3), in compliance with the provisions of **CVM** Instruction No. 358 of January 3, 2002, as amended, **CVM** Instruction 476, of January 16, 2009, as amended ("**CVM Instruction 476**") and for the purposes of paragraph 4 of article 157 of Law No. 6.404, of **December 15, 1976, as amended ("Corporation Law")**, hereby informs its shareholders and the market in general, in addition to the material fact disclosed on April 29, 2019 ("**Material Fact of the Offer**"), within the scope of the public offering with restricted efforts to place the Company's first (1st) debenture issue, convertible into shares, in a single series, unsecured type, to be performed pursuant to **CVM** Instruction 476, the terms and conditions of which are described below ("**Debentures**" and "**Restricted Offer**" respectively), which was concluded on this date, the Bookbuilding Procedure for *the* definition of the Average Conversion Price, as defined in the Material Fact of the Offer.

As a result of *the* Bookbuilding Procedure, the Average Conversion Price was established at **BRL 5.00 (five Brazilian Reais)**. In this sense and as informed in the Material Fact of the Offer, the conversion of the Debentures into shares of the Company will be made based on one of three different conversion prices, which may vary based on the net revenue calculated by the Company in accordance with the quarterly financial statements disclosed in the eight (8) quarters subsequent to the Issuance Date, including the quarter in effect of the Issuance date, duly audited by the Company's independent auditors ("**Net Revenue**" and "**Determination Period**" respectively), as presented below:

(a) if the total Net Revenue is less than BRL 333 million during the Determination Period, the conversion price will be BRL 3.50 (three Brazilian Reais and fifty cents), equivalent to 70% of the Average Conversion Price ("**Minimum Conversion Price**");

(b) if the total Net Revenue is equal to or greater than BRL 333 million and less than BRL 400 million during the Determination Period, the conversion price shall be the Average Conversion Price; and

(c) if the total Net Revenue is equal to or greater than BRL 400 million during the Determination Period, the Conversion Price will be BRL 6.50 (six Brazilian Reais and fifty cents), equivalent to 130% of the Average Conversion Price ("**Maximum Conversion Price**").

The Company further reports that after the completion of the Priority Offer (as defined in the Material Fact of the Offer) and the Bookbuilding Procedure, the condition of Minimum Anchorage Allocation (as defined in the Material Fact of the Offer) has been verified and, as a consequence, the investment commitment entered into between the Company and an affiliate of Cerberus Capital Management, L.P. ("**Investment Commitment**" and "**Cerberus**", respectively) may be effected, with due allocation and subscription of the Debentures by Cerberus.

Finally, the Company informs that, as provided in the estimated schedule included in the Material Fact of the Offer, the settlement of the Restricted Offer will occur on May 16, 2019.

Additional Information

This Material Fact is for information purposes only and should not, under any circumstances, be interpreted as an investment recommendation or as an offer to acquire any of the Company's securities, including the Debentures.

The Offer is automatically exempted from the registration of public distribution by CVM, which is dealt with in Article 19 of the Securities Market Law, and pursuant to Article 6 of CVM Instruction 476, and is therefore not subject to analysis of the CVM's prior opinion. Because it is a public offering with restricted distribution efforts, the Restricted Offer may be subject to registration with ANBIMA, exclusively for information purposes to be submitted in ANBIMA database, pursuant to paragraph 1, item I, and paragraph 2, of clause 1 of "*ANBIMA Code of Regulation and Best Practices for Public Offers for the Distribution and Acquisition of Securities*," currently in force, provided that specific guidelines, in respect of such registration, are issued by the Regulation Committee and ANBIMA Best Practices until the announcement of closing of the Restricted Offer.

Any notices related to the Restricted Offer, including any changes to the Schedule of the Restricted Offer, will be disclosed through a notice to the market or relevant fact on the electronic pages of CVM (<http://www.cvm.gov.br>), B3 (<http://www.b3.com.br>) and the Company (<http://ri.brasilbrokers.com.br>).

The Company will keep its shareholders and the market in general informed about the Restricted Offer process, pursuant to the applicable regulations. Additional information may be obtained from the Company's Investor Relations Department, in the city of Rio de Janeiro, State of Rio de Janeiro, Avenida Luis Carlos Prestes, 230, salas 104-106, CEP 22775-055 or on the Company's website (<http://ri.brasilbrokers.com.br>).

Rio de Janeiro, May 10, 2019.

Claudio Kawa Hermolin
Investor Relations Officer