

## **B3 S.A. – BRASIL, BOLSA, BALCÃO**

National Corporate Taxpayers Register of the Ministry of Finance

(CNPJ/MF) No. 09.346.601/0001-25

State Registration Number (NIRE) 35.300.351.452

### **Publicly-Held Company**

## **CALL NOTICE ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETINGS**

The Shareholders of B3 S.A. – Brasil, Bolsa, Balcão (“B3” or “Company”) are hereby notified to attend the Annual and Extraordinary Shareholders’ Meetings to be held on April 30<sup>th</sup>, 2020, at 11:00 a.m., at the Company’s registered office located at Praça Antonio Prado, 48, Centro, in the City of São Paulo, State of São Paulo, **with the possibility of remote participation, as detailed herein**. Due to the new coronavirus (Covid-19) pandemic, we recommend that the Shareholders participate remotely, through the distance vote ballot or, if necessary, through the remote participation system.

The agenda for the Shareholders to consider and to vote on is the following:

### **I – At the Annual Shareholders’ Meeting:**

- (1) To approve the Management accounts and the Financial Statements relating to the fiscal year ended on December 31<sup>st</sup>, 2019;
- (2) To resolve on the allocation of the net income for the year ended on December 31<sup>st</sup>, 2019;
- (3) To approve the global remuneration of the managers for fiscal year 2020, as well as the respective charges and their eventual positive variations;
- (4) In case of request for the establishment of the Fiscal Council, to elect the respective members and to establish their remuneration.

### **II – At the Extraordinary Shareholders’ Meeting:**

- (1) To resolve on the following amendments to B3’s Bylaws, as detailed within the Management Proposal disclosed to the market on the date

hereof:

- (a) to change the Company's capital stock pursuant to the resolution of the Board of Directors at the meeting held on March 5<sup>th</sup>, 2020;
- (b) to modify the wording of the Company's corporate purpose, in order to expressly provide some activities already covered by its current wording;
- (c) to change the maximum term of office for members of the Audit Committee who are also members of the Board of Directors;
- (d) to exclude the transitional provision set forth in article 79, since there are no members in the Audit Committee who meet such temporary provision;
- (e) other adjustments to the wording, cross-references and renumbering; and
- (f) to consolidate such amendments to the Bylaws.

The Management Proposal ("Management Proposal") and the distance vote ballots are available to the Shareholders on B3's Investor Relations website ([b3.com.br/ri](http://b3.com.br/ri)), as well as on the websites of B3 ([www.b3.com.br](http://www.b3.com.br)) and of the Brazilian Securities Commission ([www.cvm.gov.br](http://www.cvm.gov.br)), containing: (i) the proposal for allocation of the net income relating to the fiscal year ended on December 31<sup>st</sup>, 2019; (ii) the proposal of remuneration of the managers for the fiscal year 2020; (iii) proposals for slates for the composition of the Fiscal Council and the remuneration of such members, in case of valid request for establishment of the Fiscal Council; (iv) the comparative table of the proposed amendments to the Company's Bylaws and their justifications; and (v) consolidated version of the Bylaws. Additionally, the following information is also available to the Shareholders in the Management Proposal: (i) the Management report; (ii) the financial statements; (iii) the independent auditors' report; (iv) the Fiscal Council's opinion; and (v) the Audit Committee's report, which were published on March 6<sup>th</sup>, 2020 by newspaper "Valor Econômico" and by the "Official Gazette of the State of São Paulo"; as well as (vi) other information required by CVM Instructions No. 480/09 and 481/09, including the guidelines to attend the Meetings. All the documents are also available at the Company's head office, pursuant to the corporations law,

although the Management recommends that, exceptionally, due to the evolution of Covid-19, the shareholders should consider consulting said documents on the abovementioned websites, avoiding displacement and on-site contact.

General Information on the participation at the Meetings: The Shareholders may attend the meetings, as happened on the past years, in person or by means of an attorney-in-fact duly appointed, or by means of the distance vote ballot. Furthermore, B3 will make available a remote electronic participation system, which will also allow Shareholders to take part on the Meetings remotely, without need of displacement.

B3, committed to the health of its shareholders and employees, recommends that shareholders choose to participate on these Meetings held on April 30<sup>th</sup>, 2020, through the distance vote ballot (or, if deemed necessary, through the remote participation system).

Detailed orientations on the documents needed for participation on the Meetings are contained in the Management Proposal.

Additional information on the attendance at the Meetings:

**DISTANCE VOTE BALLOT:** The distance vote ballots may be sent, pursuant to the provisions of CVM Instruction No. 481/09, by means of the custody agents of the Shareholders or to the bookkeeper of the shares issued by the Company, or even directly to the Company, in accordance with the instructions in item 12.2 of the Reference Form and in the Management Proposal. To send the signed ballots directly to the Company, we suggest the use of the e-mail [ri@b3.com.br](mailto:ri@b3.com.br), without necessity of sending a physical copy.

**REMOTE PARTICIPATION SYSTEM:** Shareholders may choose to participate of the Meetings remotely, considering that the guidelines and data for connection, including the necessary password, shall be sent to shareholders who express their interest to use it through the e-mail [ri@b3.com.br](mailto:ri@b3.com.br) until April 28<sup>th</sup>, 2020, also sending by e-mail the necessary documents for their participation on the meetings, as described on the Management Proposal.

**PERSONAL ATTENDANCE:** The Shareholders that choose to attend the Shareholders' Meetings in person are required to make their registration until April 28<sup>th</sup>, 2020. The Shareholder shall attend the Meetings bearing the documents detailed on the Management Proposal.

São Paulo, March 30<sup>th</sup>, 2020

Antonio Carlos Quintella  
Chairman of the Board of Directors