



CNPJ 61.532.644/0001-15

A Publicly-Held Company

MATERIAL FACT

DEVELOPMENTS OF THE CORPORATE RESTRUCTURING INVOLVING ITAÚ UNIBANCO'S INVESTMENT IN XP

ITAÚSA S.A. ("Itaúsa"), in continuity to the Material Facts of November 4, 2020, November 30, 2020, February 1, 2021, May 28, 2021, and May 31, 2021, regarding the corporate restructuring involving the investment of Itaú Unibanco Holding S.A. ("**Itaú Unibanco**") in XP Inc., a publicly-held company with shares traded on NASDAQ ("**XP**"), and the resulting merger of XPart S.A. ("**XPart**"), announces to its stockholders and the market in general that as of this date it is disclosed by XP and XPart that the Extraordinary General Stockholders' Meetings of XPart and XP to resolve on the merger of XPart into XP will be held on October 1, 2021 ("**Merger ESMs**").

In accordance with the disclosures made by XP and XPart, the administrations of XP and XPart on this date have entered into the Protocol and Justification of Merger of XPart by XP.

Considering that the date set for the Merger ESMs and the cancellation of shares issued by XPart held in treasury, the final ratio of exchange will be 43.3128323 shares issued by XPart to 1 Class A share issued by XP or 1 Brazilian Depositary Receipt (BDR) backed in Class share issued by XP. Therefore, once the merger is approved by the ESMs of XPart and XP to be held on October 1, 2021, Itaúsa will become a direct or indirect holder of Class A shares issued by XP equal to 15.07% of XP's total capital and of 4.74% of the latter's voting capital.

As disclosed today by XPart in its Stockholders' Meeting Manual, the shares issued by Itaú Unibanco, as well as its American Depositary Receipts ("**ADRs**"), will continue to be traded with the right to receive securities issued by XPart up to the close of the trading session of October 1, 2021 (Merger ESMs date).

If the merger of XPart into XP is approved at the Merger ESMs, then Itaú Unibanco's stockholders, who up to the date indicated above will be entitled to receive securities issued by XPart, will: (a) if controlling stockholders of Itaú Unibanco, IUPAR – Itaú Unibanco Participações S.A. ("**IUPAR**"), and Itaúsa, and holders of ADRs: receive Class A shares issued by XP, and (b) if other stockholders: receive BDRs, in lieu of securities

issued by XPart, which in turn will not become a listed company (as it will be dissolved after being merged into XP).

Also on October 1, 2021, if the merger is approved, Itaúsa and IUPAR will become parties to XP Stockholders' Agreement, and accordingly the terms and conditions described in the Material Fact disclosed by Itaúsa on February 1, 2021 will become effective, particularly those regarding Itaúsa's and IUPAR's right to appoint members to XP's Board of Directors and Audit Committee.

If the merger of XPart is not approved and XPart is not listed on a stock exchange by November 24, 2021, the final day of the one hundred twenty (120) day period started on July 27, 2021, when the spin-off of Itaú Unibanco was approved by the Central Bank of Brazil, then XPart's stockholders will be entitled to the right of dissent and appraisal under Article 223, paragraphs 3 and 4, of Law No. 6404/76.

For further information on the merger please access XPart's website (www.xpartsa.com.br).

Other developments of the merger will be announced to the market and investors in due course.

São Paulo (SP), August 20, 2021.

ALFREDO EGYDIO SETUBAL

Investor Relations Officer