



CNPJ 61.532.644/0001-15

A Publicly-Held Company

MATERIAL FACT

APPROVAL OF THE SPIN-OFF OF XP SHARES HELD BY ITAÚ UNIBANCO AND CREATION OF XPART

ITAÚSA S.A. ("**Itaúsa**"), in continuity with the Material Facts of November 4, 2020, November 30, 2020, February 1, 2021 and May 28, 2021, regarding the corporate reorganization of the investment of Itaú Unibanco Holding S.A. ("**Itaú Unibanco**") at XP Inc. ("**XP**"), announces to its shareholders and to the market in general that the Federal Reserve Board ("**FED**") has expressed a favorable opinion regarding the segregation of the referred investment, as resolved at the shareholders' meeting of Itaú Unibanco on January 31, 2021. It is also expected the approval of such segregation by the Central Bank of Brazil.

With the approval by FED, Itaú Unibanco's corporate reorganization and the consequent incorporation of XPart S.A. ("**XPart**") are implemented on this date, making Itaú Unibanco's shareholders entitled to receive an equity interest in XPart in the same amount, type and proportion of the shares they hold in Itaú Unibanco itself. Itaú Unibanco's shares and the American Depositary Receipts - ADRs will continue to be traded with the right to receive securities from XPart until the cut-off date ("ex-rights" of receiving XPart's securities), which, once determined, will be promptly informed to the market.

As a result, Itaúsa is entitled to an equity interest in XPart equivalent to the one it holds in Itaú Unibanco, that is 37.32% and, consequently, 15.12% interest in XP's total capital.

In addition to Itaúsa's material fact of May 28, if the merger of XPart by XP were implemented on the present date, considering the current outstanding shares of Itaú Unibanco, the exchange ratio would be as follows: 43.17 XPart's shares for 1 XP's Class A or Brazilian Depositary Receipt - BDR. The definitive exchange ratio and other developments of the Merger of XPart by XP will be announced to the market and investors in due course.

São Paulo (SP), May 31, 2021.

ALFREDO EGYDIO SETUBAL

Investor Relations Officer