

MATERIAL FACT

BB Seguridade Participações S.A. (“**BB Seguridade**” or “**Company**”), pursuant to the Law No. 6,404, dated as of December 15, 1976, as amended (“Law 6,404”), and the Brazilian Securities and Exchange Commission (“CVM”) Rule No. 358, dated as of January 3, 2002, as amended (“CVM Rule 358”), hereby informs its shareholders and the market in general that its Board of Directors approved, in the meeting held on this date, the submission of a proposal to the Shareholders Meeting to:

- i. increase the paid-in capital by R\$450 million, without issuing new shares, using the legal reserve balance, pursuant to the article 193 of Law 6,404; and
- ii. immediately thereafter, reduce the paid-in capital by R\$2.7 billion, without canceling shares, for considering it excessive, pursuant to the article 173 of Law 6,404.

The information required in article 30, item XXXIII, of the CVM Rule No. 480, dated as of November 18, 2009, as amended, can be found in the document attached to this Material Fact.

If the proposed reduction is approved, BB Seguridade’s shareholders will receive, as a refund of part of the book value of their shares, an estimated amount of R\$1.35 per share, which may be adjusted until the date on which the reduction becomes effective, depending on the number of shares outstanding at that time.

The capital reduction, if approved, will become effective sixty (60) days after the publication of the Minute of Extraordinary Shareholders Meeting, pursuant to the article 174 of Law 6,404, when the Company will disclose to its shareholders the procedures, the final amount per share to be refunded, the date of payment and the initial date of negotiation of BB Seguridade’s shares ex-reduction.

The proposed movement is a result of the Company’s commitment to the efficient management of its capital.

Brasilia (DF), September 25, 2019.

Werner Romera Süffert
CFO

(APPENDIX XXXII OF CVM RULE No. 480/09)

1. Inform the capital raise amount and its new value

If approved by the General Shareholders Meeting, the capital will be raised by R\$450,000,000.00, thereafter achieving R\$6,096,767,124.93.

2. Explain the rational of the capital raise and its judicial and economic consequences

The capital raise will be done through the reduction of the legal reserve, immediately preceding a reduction to be approved by the shareholders in the same moment.

3. Provide a copy of the fiscal council opinion, if applicable

The Fiscal Council approved the capital raise on September 25, 2019. The minute of the meeting was disclosed at the investor relations website.

4. In case the capital raise is done through reduction of legal reserves

a. Inform whether the par value of the share will be changed, if applicable, or new shares will be distributed to the shareholders

The Company's capital consists of shares without par value and there will not be distributed new shares to the shareholders.

b. Inform whether the number of shares will be changed or not

The number of shares will not change.