



## **BANCO INTER S.A.**

Authorized Capital Publicly Held Company (Category "A") – CVM Code No. 24406  
Corporate Taxpayer's ID (CNPJ/ME) No. 00.416.968/0001-01  
Company Registry (NIRE) 31.300.010.864

### **MATERIAL FACT**

#### *Cornerstone Investment by Stone in a Public Offering*

**BANCO INTER S.A. (B3: BIDI3, BIDI4, BIDI11)** ("Inter") in compliance with Brazilian Securities and Exchange Commission ("CVM") Regulation No. 358/2002, hereby informs its shareholders and the market in general that, on this date, Inter, Inter Holding Financeira S.A., Mr. João Vitor Nazareth Menin Teixeira de Souza and Mr. Rubens Menin Teixeira de Souza entered into, with StoneCo Ltd. ("Stone"), an investment agreement, upon which Stone has undertaken to subscribe common shares and/or certificates of deposit shares ("Units"), corresponding to the closest corporate interest to, that might be obtained, without exceeding, 4.99% of Inter's capital stock, limited to the amount of R\$2.5 billion, in the context of a public offering of shares by Inter to be carried out under the terms of CVM Regulation No. 476/2009, in the fixed amount of, considering the ongoing share split, R\$19.28 per common and preferred share and R\$57.84 per Unit ("Investment Agreement" and "Offering", respectively).

Within the scope of the Investment Agreement, the controlling shareholder agreed to assign to Stone its priority right in the Offering, subject to the applicable legal requirements.

Furthermore, on the settlement date of the Offering, the parties shall enter into a shareholders agreement ("Shareholders' Agreement"), pursuant to which the controlling shareholder of Inter will grant, in favor of Stone, a preemptive for acquisition of shares, in certain transfers of Inter shares established in the Shareholders' Agreement, exercisable in the event of transfer of Inter's control, during the term of 6 (six) years counted as of the date of its execution, provided that any third party offer considers a premium on the market price of Inter's shares lower than certain thresholds provided for under such Shareholders' Agreement.

Additionally, as per the Shareholders' Agreement, Stone will be given the right to nominate one member of the Board of Directors of Inter.

Finally, under the terms of the Investment Agreement, Inter and Stone shall commit to their best efforts to initiate a discussion in order to explore business opportunities that can leverage the strength of both companies to create an ecosystem that connects buyers to sellers, who shall benefit from the best financial products and a great sales channel. Examples of opportunities that may be studied in order to create this mutual value include: (i) connecting Stone's

customers to the Inter Shop, promoting the digitization of this customer base and providing a complete and an *omni* channel journey for Inter customers; (ii) creating a digital payment experience between Inter customers and Stone retailers, both online and offline; (iii) exploring cross-selling opportunities related to products, such as credit and means of payment, that improve the experience and proposal of value for customers of both companies; and (iv) leverage Inter's funding capabilities to drive further efficiency in Stone's working capital offerings, as well as giving Inter clients access to new investment opportunities in fixed income, through the offering of quotas issued by FIDCs.

In the context of the Offering, Inter's management shall call an Extraordinary General Meeting to be held, on first call, on June 24, 2021, to approve the amendment of article 6 of its Bylaws, with the purpose of increasing the authorized capital, to the total amount of R\$12 billion.

The other conditions of the Offering shall be presented to Inter's Board of Directors for approval.

**Any public offering of distribution of Inter shares shall be conducted in accordance with the applicable laws and regulations. Accordingly, no security shall be sold in any state or jurisdiction, including in Brazil or in the United States, in which the offer, solicitation or sale of such security is considered illegal, prior to registration or compliance with the securities laws of such state or jurisdiction.**

**This Material Fact (i) should under no circumstances be construed as, nor constitute, an investment recommendation or an offer to sell, or a solicitation, or an offer to purchase any of Inter's securities in Brazil, in the United States or any other jurisdiction; and (ii) is not intended to be published or distributed, directly or indirectly, in the United States or in any other jurisdiction and is for informational purposes only.**

**The securities mentioned in this Material Fact were not and will not be registered under the United States Securities Act of 1933 (the "Securities Act"), or any other securities laws and may not be offered or sold in the United States, absent registration or an applicable exemption from registration under the Securities Act.**

Inter will keep its shareholders and the market informed about the development of the information disclosed herein through Notices to the Market or Material Facts to be made available in Inter's website (<http://ri.bancointer.com.br>).

Belo Horizonte, May 24, 2021.

**HELENA LOPES CALDEIRA**

CHIEF FINANCIAL AND INVESTOR RELATIONS OFFICER