



IRB-BRASIL RESSEGUROS S.A.

Publicly Held Company
CNPJ No. 33.376.989/0001-91
NIRE No. 333.00309179

MATERIAL FACT AND NOTICE TO SHAREHOLDERS
Private Capital Increase

IRB-Brasil Resseguros S.A. (B3: IRB3) ("IRB Brasil RE" or "Company"), pursuant to Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law"), and the rules set out by the Brazilian Securities Commission ("CVM"), specially CVM Ruling No. 358, of January 3, 2002, as amended hereby informs its shareholders and the market in general that, in a meeting held on this date, the Company's Board of Directors approved the homologation of the Company's capital increase, within the limit of the authorized capital, for the private subscription, as approved in the Meeting of the Board of Directors held on July 8, 2020 ("Private Capital Increase"), as well as the consignment of the new amount of the Company's share capital.

Further to the Material Fact and Notice to Shareholders disclosed on July 8, 2020 ("Material Fact and Notice to Shareholders") and to the Notices to the Market disclosed on August 17, 2020 and on August 26, 2020 ("Notices to the Market"), the Company informs that, on August 28, 2020, a special auction was held at B3 S.A. – Brasil, Bolsa, Balcão, for the sale of the remaining unsubscribed shares on the Private Capital Increase, for the benefit of the Company, pursuant to article 171, seventh paragraph, "b", *in fine*, of the Brazilian Corporation Law.

8,383,542 remaining unsubscribed shares were sold on the auction, at the price of R\$7.05 per share, in the total amount of R\$59,103,971.10.

In such context, the Board of Directors homologated the Private Capital Increase in the total amount of R\$2,300,000,000.00, within the authorized capital, by means of the issuance, for private subscription, of 331,890,331 common shares.

The additional amount of R\$1,006,025.04, obtained with the sale of the unsubscribed shares shall be destined to the formation of a capital reserve, in account of goodwill in the subscription of shares.

The subscribed Shares shall be credited on behalf of the subscribers in up to three (3) business days after the homologation of the share capital increase by the Board of Directors, which occurred on this date. The beginning of the trading of the new Shares on B3 shall occur after the homologation of the capital increase by the Board of Directors. Once determined the shareholding position of the Company, after the realization of the Private Capital Increase, the Company will proceed with all regulatory acts of homologation, eventually required, under the terms of the regulatory rules in force.

Rio de Janeiro, August 31, 2020

IRB-BRASIL RESSEGUROS S.A.

Werner Romera Süffert
Financial and Investor Relations Executive Vice **President**