

BANCO INDUSVAL S.A.

Listed Company with Authorized Capital
CNPJ/MF nº 61.024.352/0001-71
CVM Code: 20885

MATERIAL FACT

BANCO INDUSVAL S.A. (“Banco Indusval”), in compliance with art. 157, § 4º, of Law n.º 6.404, of December 15, 1976, as amended, and with the Securities Commission’s (*Comissão de Valores Mobiliários*) Instruction No. 358, of January, 2002, as amended, informs that, in continuation of the Material Fact disclosed on February 26, 2018, Banco Indusval and Midas Financial Holding (Brasil) Ltda. (“Fosun”), a subsidiary of Fosun International Limited, closed, on the date hereof, the transaction agreed under the Share Purchase and Sale Agreement executed on February 26, 2018.

Therefore, on the date hereof, Banco Indusval transferred to Fosun 195,115 common shares and 39,404 preferred shares issued by Guide Investimentos S.A. – Corretora de Valores (“Guide”), which represents 69.14% of the total capital of Guide, for the amount of up to R\$ 287,900,000.00, on the terms described below:

- (i) the amount of R\$ 155,900,000.00 was paid to Banco Indusval on the date hereof;
- (ii) the amount of R\$12,000,000.00 was deposited in an escrow account in order to secure any indemnification payment that may become due by Banco Indusval to Fosun;and
- (iii) the amount of up to R\$ 120,000,000.00 will be paid to Banco Indusval, subject to Guide’s financial results in the fiscal years of 2018 and 2019 (*earn out*).

In addition, on the date hereof Banco Indusval sold 2,933 preferred shares of Guide to certain executive officers for the purchase price of R\$ 2,100.000.00.

Banco Indusval will maintain a minority equity interest of 67,841 preferred shares, which represents 20% of Guide’s stock capital on the date hereof, which will be subject to certain rights and obligations related to transfer of shares and corporate governance of Guide.

São Paulo, November 5, 2018

Jair da Costa Balma
Investors Relations Officer