

**THIS MATERIAL FACT IS NOT PART OF ANY SOLICITATION OF AN OFFER TO BUY SECURITIES ISSUED BY PPLA PARTICIPATIONS LTD. AND/OR ANY OF ITS AFFILIATED ENTITIES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION.**

**PPLA PARTICIPATIONS, LTD.**

Corporate Taxpayer ID No. 15.073.274/0001-88

Clarendon House, 2 Church Street

Hamilton, HM11, Bermuda

**MATERIAL FACT**

**PPLA PARTICIPATIONS, LTD.** ("PPLA" or the "Company"), in addition to the Material Fact disclosed to the market on September 24, 2018 (the "Initial Material Fact") and as a foreign issuer of Class "A" securities and sponsor of the Level III program of the shares deposit certificates - BDRs ("BDRs Program"), through "PPLA11" Units ("Units") representing (a) 1 certificate of shares deposit - BDRs Level III Class A (representing 1 Class A share issued by PPLA ("Class A Share")) ("Class A BDRs"), and (b) 2 certificates of shares deposit - BDRs Level III Class B (each representing 1 Class B share issued by PPLA ("Class B Share", jointly with the Class A Share herein referred to as the "Shares") ("Class B BDRs" and Class A BDRs with Class B BDRs herein referred to as the "BDRs"), in accordance with the provisions of CVM Instruction 358/02, as amended, hereby informs its shareholders, the BDRs holders and the market in general, that the procedure for the voluntary discontinuation of the BDRs Program of the Company, along with the resulting termination of its listing and negotiation of the Units with B3, as well as the termination of its registration as a category "A" foreign issuer, held with the Brazilian Securities and Exchange Commission - *Comissão de Valores Mobiliários* ("CVM" and "Termination of Registration", respectively) ("Procedure for Discontinuation"), pursuant to the Issuer Manual, issued by B3 (the "Manual") and the CVM Instruction 332, of April 4, 2009, was (i) approved by B3, pursuant with Item 6.6.7 of the Manual, (ii) ratified by CVM, according to the *Ofício* 101/2019/CVM/SRE/GER-1, and (iii) by the Company, through a Board of Directors' Meeting, held on April 9, 2019, with the purpose of authorizing the Offer (as defined on the Initial Material Fact).

According to the above, the Company hereby informs that BTG Pactual Holding S.A., in its capacity as offeror, shall disclose, on April 10, 2019, the "*Edital de Oferta Pública para Aquisição de Units e BDRs para Descontinuidade Voluntária do Programa de Certificados de Depósito de Ações - BDR Nível III de Emissão da PPLA Participations Ltd.*" on the Investor Relations web of the Company: <http://ri.pplaparticipations.com>.

Despite potential contacts with the Investor Relations Department of the Company, the holders of the securities of the Company, as well as investors having positions as lenders or positions in loans of Units and/or forward transactions involving Units, shall consult their own custodians and/or advisors, including the correspondent legal, accounting and tax consequences of the Procedure for Discontinuation and the Termination of Registration for each holder.

Additionally, according to the “*Comunicado sobre Transações entre Partes Relacionadas*”, disclosed to the Company on this date (the “Notice”), on September 26, 2018, BTG MB Investments L.P. (“BTG MB”), an entity with common indirect controlling shareholders to the Company, entered into a loan with PPLAI, through a Loan Agreement, as amended, on the amount of US\$120,000,000.00, with a term of three (3) years, as of September 26, 2018 (the “Loan”).

The Loan established that, once certain conditions were fulfilled, BTG MB, in its capacity of lender to the Loan, may proceed with a total or partial capital increase through credits arising from the Loan on amount correspondent to partnership interests of PPLAI, in its capacity of borrower to the Loan (the “Capital Increase”).

Whereas the execution, on March 29, 2019, of the proceeding necessary to the Capital Increase of PPLAI by BTG MB, BTG MB proceeded with a capital increase of PPLAI, on the total amount of US\$21,8 million (equivalent to R\$85,0 million), through the issuance of 3,766,919,006 Class D partnership interests issued by PPLAI, correspondent to R\$0.02256486 per Class D partnership interest, according to the book value of PPLAI on December 31, 2018.

As a result of the Capital Increase, PPLAI investors were diluted regarding their investments (the “Dilution”): (i) the Company become the holder indirectly of, through PPLA Bermuda LP Holdco Ltd., approximately 2% of PPLAI, being the previous owner of approximately 28% of PPLAI, and (ii) BTG MB became the holder of approximately 93% of PPLAI, being the previous owner of approximately 2% of PPLAI.

Whereas (i) the information provided above, (ii) the financial and economic condition along with the capital requirements of the Company and that of PPLAI PPLAI, (ii) the Offer (as defined on the Initial Material Fact), the Company intends to proceed immediately after the completion of the Offer (as defined on the Initial Material Fact), whichever its outcome may be and in compliance with applicable legal deadlines, a capital increase process of the Company by its investors, according to equivalent terms to the Capital Increase in PPLAI, including the application of the same valuation method to the Company and the granting of a priority right to the investors of the Company, with the purpose of avoiding an unjustified dilution on the shareholding interest of the investors of the Company.

For further information, please refer to the “*Comunicado sobre Transações entre Partes Relacionadas*” disclosed by the Company on this date on the Investor Relations web of the Company: <http://ri.pplaparticipations.com>.

The Company will keep the market, its Unit holders and shareholders duly informed regarding the Procedure for Discontinuation.

**LEGAL NOTICE.** This Material Fact contains forward-looking statements that are identified by terms and phrases such as “anticipate,” “believe,” “intend,” “estimate,” “expect,” “continue,” “should,” “could,” “may,” “plan,” “project,” “predict,” “will” and similar expressions and are mainly based on the Company’s current expectations and estimates of future events and trends (including the Procedure for Discontinuation). These forward-looking statements are subject to several risks and uncertainties, which may change from time to time. It is impossible for the Company to predict how forward-looking statements may be affected by such risks and uncertainties, and the Company does not have any duty to, and does not intend to, update or revise the forward-looking statements in this announcement, except as may be required by law.

São Paulo, April 9, 2019.

**PPLA PARTICIPATIONS, LTD.**

GUSTAVO DOS SANTOS VAZ

Investor Relations Officer