



WIZ SOLUÇÕES E CORRETAGEM DE SEGUROS S.A.

CNPJ nº 42.278.473/0001-03

NIRE 53.300.007.241

Publicly-held Company

MATERIAL FACT

Brasília/DF, May 4th, 2017.

WIZ SOLUÇÕES E CORRETAGEM DE SEGUROS S.A. (BM&FBOVESPA: WIZ3) ("Company" or "Wiz"), in compliance with the provisions set forth in article 157, § 4, of the Law No. 6,404, dated as of December 15, 1976, as amended ("Brazilian Corporations Law"), and pursuant to the Normative Instruction of the *Comissão de Valores Mobiliários* No. 358, dated as of January 3rd, 2002, as amended, hereby informs its shareholders and the market in general that, the Board of Directors Meeting held on May 4th, 2017, has approved the execution of a non-binding Memorandum of Understanding aiming the acquisition of all quotas issued by *Finanseg Administração e Corretagem de Seguros Ltda.* ("MOU", "Finanseg" and "Transaction", respectively).

The Transaction shall be carried out for the minimum price of two hundred and forty million reais (R\$ 240,000,000.00), which is based on Finanseg's equity value on December 31, 2016, and it is subject to positive adjustments according to Finanseg's equity value variation until 2020 ("Acquisition Price"). The Acquisition Price shall be paid in tranches, such a manner that seventy-two million reais (R\$ 72,000,000.00) shall be paid at the closing, forty-eight million reais (R\$ 48,000,000.00) shall be paid within six (06) months counted as of the closing and the remaining amount shall be divided into annual tranches with maturity in 2018, 2019, 2020 and 2021.

Finanseg is a company specialized in (i) trading of consortium products; (ii) activation and qualification of partners responsible for the development of consortium letters; and (iii) backoffice services to consortium and insurance players.

The Company's management understands that the Transaction holds a strategic importance to the Company as it is placed within Wiz's movement towards expansion and diversification of sale channels. In this context, the expansion of business opportunities in channels not related to *Caixa Econômica Federal's* distribution network is an essential aspect of the Company's repositioning process.

As set forth in the MOU, the Transaction shall be subject to certain conditions precedent, among which: (i) the obtainment of all Company's corporate and regulatory approvals; and (ii) the obtainment of all the sellers' corporate approvals. Notwithstanding, the Transaction shall



not be subject to previous approval by the Brazilian Antitrust Authority (*Conselho Administrativo de Defesa Econômica - CADE*).

In compliance with the provisions set forth in article 256, item I, of the Brazilian Corporations Law, the Transaction is subject to the shareholders' approval, who shall deliberate on the matter at the Shareholders Meeting to be held at Wiz's headquarters on May 25, 2017, at 11 am ("Shareholders Meeting"). The Transaction **will not** grant the right to withdraw from the Company to any shareholder dissenting from the resolution, once the Acquisition Price does not exceed one-and-a-half times (1.5x) the greatest of the three values set forth in article 256, item II, of the Brazilian Corporations Law.

The Company will keep the market updated about the approval of the Transaction at the Shareholders Meeting.

Marcus Marques Martino
Chief Financial and Investor Relations Officer